

ONTARIO BLONDE D' AQUITAINE ASSOCIATION CONSTITUTION

Constitution Last Amended: March 26, 2016

ARTICLE I – Name and Objective

1. The name of the organization shall be “The Ontario Blonde d’Aquitaine Association” (herein called the “OBdAA”).
2. The aims and objectives of the OBdAA shall be:
 - a) To promote and encourage the breeding of Blonde d’Aquitaine cattle in the province of Ontario and the Maritimes;
 - b) To arrange for, and promote shows and sales of Blonde d’Aquitaine cattle in the province of Ontario and Maritimes;
 - c) To assist, where possible, the Canadian Blonde d’Aquitaine Association in their promotion of the Blonde d’Aquitaine breed;
 - d) To promote and encourage performance testing for Blonde d’Aquitaine cattle in the province of Ontario and the Maritimes.

ARTICLE II – Membership

1. The general membership shall consist of:
 - a) persons, firms, partnerships, organizations or corporations who shall have submitted an application for membership, paid the requested membership fee, and be approved by the Board of Directors.
2. There shall be a membership fee which shall be established by the Board of Directors and approved by the general assembly.

3. The Board of Directors shall have the power to enact bylaws establishing classes of memberships similar to those of the Canadian Blonde d'Aquitaine Association.
4. Membership is not transferable and shall lapse automatically:
 - a) upon the wind-up, liquidation or surrender of charter of a member;
 - b) at the end of the Association's fiscal year, but subject to the right of renewal on payment of requisite fee;
 - c) upon resignation at any time from the Association, and not from the Board of Directors.
5. Membership fees are not refundable in whole or in part.

ARTICLE III – General Assembly and Board of Directors

1. There are hereby established, as the principal organs of the OBdAA, a General Assembly and a Board of Directors.
2. General Assembly:
 - a) the general assembly shall consist of all members in good standing of the OBdAA with primary address listed in the province of Ontario or the Maritimes.
 - b) each member shall be entitled to one vote at all meetings of the General Assembly, with provisions made for the permission to use a maximum of three proxy votes.
 - c) the General Assembly shall meet at least once a year at such time and place as the Board of Directors shall be determined, and upon three weeks written notice to the General Assembly.
 - d) a quorum of the General Assembly shall be ten members present in person or by proxy.
 - e) decisions of the General Assembly, except where otherwise expressly provided to the contrary, shall be by majority vote of those present in person or by proxy and voting.

3. A member in arrears in the payment of membership fees shall not be entitled to receive the benefits and privileges of membership, nor to representation in the General Assembly.
4. Board of Directors:
 - a) the property and affairs of the OBdAA shall be managed by a board of seven directors, one being the President elected by the members from the general membership of representatives thereof.
 - b) the president shall be elected by the general membership. The president's term of office shall be from the meeting at which he/she is elected or appointed until the annual meeting next following or until his/her successor is elected or appointed. Six directors shall be elected by the general membership. The directors' term of office shall be from the meeting at which they were elected or appointed until the 2nd annual meeting following or until their successors are elected or appointed. Three directors shall be elected or appointed each year.
 - c) the president and the directors shall elect from amongst themselves a vice-president and a secretary-treasurer or a secretary and a treasurer.
 - d) a quorum for the transaction of business at meetings of the Board of Directors shall be by majority.
 - e) any vacancy occurring in office of directors shall be filled by appointment by the directors remaining in office for the remainder of the term of the retiring director.
 - f) a director must be a member of the Canadian Blonde d' Aquitaine Association in good standing.
 - g) any director or executive officer may be removed from office for failure to perform properly his duties on the vote of two-thirds of the Board of Directors then holding office.
 - h) all meetings of the Board of Directors shall convene at the call of the president and notice thereof shall be given to the members of the Board at least one week prior to the date of the

meeting, provided, however, that the directors may meet on regular dates without notice or may by unanimous consent meet at any time or place without notice.

l) the Board of Directors shall establish by-laws as it shall require and these shall govern the board of directors when they are consistent with the provisions of this Constitution.

j) the directors may hire, retain or appoint such employees as may be required to achieve the objectives of the Association and shall assign duties to them.

ARTICLE IV - DIRECTORS AND OFFICERS DUTIES

1. The Board of Directors makes the decision each year what positions will be held within the board and by which director.

a) President - the president shall be a member of all Committees. He shall, when present, preside at all meetings of the Board of Directors and the General Assembly. A chairman may be appointed by the President with the approval of the Board of Directors, to conduct meetings.

b) Vice-President - In the absence of the President the Vice-President shall assume all of that officer's duties.

c) Secretary- It shall be the duty of the Secretary to keep accurate minutes of all the meetings of the Board of Directors as well as of the General Assembly. The Secretary shall have charge of all correspondence of the OBdAA. It shall be the responsibility of the Secretary to arrange for sending of notices for any meetings as required. The Secretary shall receive all monies paid to the OBdAA. In a timely manner these monies will be forwarded to the Treasurer.

d) Treasurer - It shall be responsibility of the treasurer for the deposit of any monies in whatever bank the Board of Directors may order. The Treasurer shall properly account for the funds of the OBdAA and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board of Directors whenever requested and shall prepare for submission to the Annual General Meeting a statement duly reviewed as hereinafter set forth financial position of the OBdAA.

ARTICLE V – Committees

1. The Board of Directors may appoint such committees as may be necessary for achieving the objectives of the Association, but there shall be the following standing committees appointed by the Board of Directors. At the discretion of the Board of Directors any committee may divided into sub-committees:
 - a) Nominating committee – this committee shall present to the Annual General Meeting a list of members to be considered for the election to the Board of Directors. Additional nominations shall be received from the floor and if voting is necessary, it shall be by ballot.
 - b) Cattle Shows and 4H Committee – this Committee shall make arrangements for the showing of Blonde d’Aquitaine cattle at various shows. This Committee will also record names and addresses for 4H members showing Blonde d’ Aquitaine animals as their 4H projects. At the end of the 4H year, each member will receive recognition for showing a Blonde d’ Aquitaine animal as their project.
 - c) Advertising Committee – this committee shall be responsible for publication and distribution of materials that may be necessary to promote the breed. This can be done in part by advertising for sales, shows and events held by the OBdAA.

- d) Performance Committee - this committee shall be responsible for organizing and promoting performance testing of Blonde d' Aquitaine cattle.
- e) Promotional Committee - this committee shall be responsible for organizing, inventorying, and maintaining any promotional materials. This can include print material, clothing and any inventory of items the OBdAA may acquire for distribution.
- f) Communication Committee - this committee shall be responsible for maintaining communication pertaining to the OBdAA and its Board of Directors.
- g) Trade Shows Committee - this committee is divided into sub-committees that organize each specific trade show. Which trade shows the OBdAA attend each year is at the discretion of the Board of Directors.
- h) Sales Committee - the Sales Committee is responsible for organizing and promoting the sales of Blonde d' Aquitaine cattle. See the Board Policies section for more information regarding sale procedures, rules and further responsibilities of this committee.
- i) National Committee - when the Annual General Meeting of the Canadian Blonde d' Aquitaine Association is held in Ontario, this committee is responsible for assisting the Sales Committee and Cattle Shows Committee in coordinating the events.

ARTICLE VI – General

1. Any elected person to the Board of Directors or any appointee who by virtue of his failure to fulfill his duties of office or failure to conduct himself as befits his office, may be removed from office. The person in question having been advised of such failure in writing, and having been unable to resolve his dereliction, shall be removed, after a prior notice to that effect of seven days, two-thirds of the Board of Directors concurring.

2. This Constitution may be amended in the following manner: proposed amendments must be submitted to the Board of Directors 60 days prior to the Annual General Meeting with members being notified at least 45 days prior of the Annual General Meeting date. All proposed amendments shall be included with the written notice of the annual meeting of the General Assembly, at which such amendments are to be dealt with. Two-thirds of those members present, in person or by proxy, at the General Assembly meeting aforesaid concurring, this proposed amendment shall be deemed to have approved and it shall be entered into this constitution.

ARTICLE VII - FINANCIAL REVIEW

1. The books, accounts and records of the Treasurer or Secretary/Treasurer shall be reviewed at least once per year by two parties. These parties are to be selected by the Board of Directors. A statement of standings of the books for the previous year shall be returned to the Treasurer or Secretary/Treasurer prior to the Annual General Meeting of the OBdAA. The fiscal year of the OBdAA shall be determined by the Board of Directors.
2. The financials and bank statements of the OBdAA may be inspected by any member of the Association at the Annual General Meeting provided herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of the same.

ONTARIO BLONDE D' AQUITAINE ASSOCIATION BYLAWS

Bylaws Last Amended: March 26, 2016

1. The OBdAA shall maintain a minimum of \$2 Million in liability insurance.
2. Directors insurance will be purchased to protect the Board of Directors.
3. The OBdAA bank account shall require 2 signatures (appointed by the board of directors) on all cheques.
4. Board of Director Expenses:
 - a. All director expenses must be approved by the board before reimbursement.
 - b. Expenses incurred by a board member while performing OBdAA business shall be reimbursed only when the following conditions have been met, and if the Board approves the request
 - i. Documentation (a) – Documentation explaining the expense (actual receipt or a photocopy of the bill.)
(b) – Documentation shall be submitted to the secretary/
treasurer.
 - ii. Time Limitation – 60 Days – Any expense claim shall be submitted within 60 days of the invoice date.
 - iii. Approval – Expense claims will only be paid with the approval of the majority of the Board.

- c. A Board Member may claim any expense which occurred while performing OBdAA business, but the Board reserves the right to refuse any request which it deems excessive or not in the best interest of the OBdAA.
- 5. OBdAA Members may be present at Board of Directors meetings by invitation or at their prior request.

THE ONTARIO BLONDE D' AQUITAINE ASSOCIATION BOARD POLICIES

The Board Policies section is a group of guidelines that the Board of Directors are following to promote the breed in the province of Ontario and the Maritimes. These policies can be changed by the Board of Directors(with majority vote) without notice to the General Assembly. The Board of Directors encourages all members to keep up to date on any changes that have been made to this section.

Article I: Cattle Sales

1. The OBdAA will sponsor and assist in promoting Blonde Stocker Sales.
2. At the discretion of the Board of Directors a selection committee may be in place for sales.
3. The OBdAA has a set of rules and guidelines which are in place to maintain the highest level of quality, clarity and to assist in marketing the Blonde d' Aquitaine breed to its most successful extent. These rules will apply to all sales affiliated with the OBdAA.
 - a) Only current members in good standing will be allowed to consign animals, semen or embryos.
 - b) An entry fee is required for all sales.
 - c) Any sale animal should be reasonably quiet for safety reasons. Some sale venues require tie-able cattle.
 - d) Any sale animal must be carrying registration papers issued by the Canadian Blonde d' Aquitaine Association. Papers must be issued at a percentage more than 50%.
 - e) A member is entitled to consign 1 bull; for each bull thereafter the member must consign one female.

- f) Any animals consigned to the sale must no older than 8 years of age by calendar year.
- g) Sales Commission will be charged. In some instances, the commission may also be a form of entry fee.

Article II: 'Cream of the Crop' Sale Rules

1. The 'Cream of the Crop' Sale will follow all rules listed in Article I of Board Policies.
2. An entry fee of \$50/animal is required prior to cataloguing. This entry fee will be refunded upon the sale of the animal. Realizing there are different reasons for scratching an animal; refunds for scratches are at the discretion of the Sale Committee.
 - a) Possible reasons for refunds of the sale entry fee are death of the animal, injury/sickness of the animal with proof. In concern, members are encouraged to send a letter to the Board of Directors explaining their concerns and reasons for why they feel a refund is required.
3. The sales commission for the 'Cream of the Crop' Sale will be decided upon at the meeting of the General Assembly by the General Assembly. A vote of more than 50% of the voters/proxies in attendance will rule. The General Assembly can also chose to leave the decision to the Board of Directors whose terms will be beginning following the meeting of the General Assembly.
4. Out of province consignments are welcomed and encouraged.
5. A final entry date for the catalogue will be set by the Sale Committee. Any entries received after this date will not be catalogued. Entries are still welcomed and a substitute sheet will be made for the late entries.
 - A) Exceptions to this date will only be made when there are less than thirty lots consigned to

the sale by this date.

6. In order to keep our sale catalogue at its highest quality, we encourage all consignors to submit high quality pictures. The Sales Committee is prepared to assist any consignors in obtaining the best quality pictures possible.

Article III: Website

1. The OBdAA will maintain a website that is updated approximately twice monthly.
 - a. advertising is available to all members as well as to the public and other organizations. The cost to the advertiser is developed by the Board of Directors.
 - b. any member in good standing that is hosting a blonde sale or posting a notice of a sale that is not affiliated with the OBdAA will have the option of free advertising for up to 3 months. Any exceptions can be forwarded to the Board of Directors for their consideration.
 - c. any advertisements promoting the private treaty sales of Blonde d' Aquitaine genetics, individuals, their farm, company, partnerships shall pay the going rates for advertisements.
2. The approved board meeting minutes will be posted to a password protected section of this website. Minutes must be posted to this page within 60 days of the approval by the Board of Directors or General Assembly. To obtain the password, please contact a director.

Article IV: Facebook Page

1. The OBdAA will maintain a group Facebook page. This group has been developed to enhance communication amongst breeders and the Board of Directors.
 - a. Free advertising is available on this page to all members in good standing.

- b. The page will be managed by at least one administrator.
- c. The OBdAA is not responsible for any inappropriate or spam-like posts onto this page. Posts of this nature will be deleted as soon as possible.

Article V: Show Points Program

1. Any Ontario Blonde d' Aquitaine Show that meets these requirements will be considered towards the show points:
 - a. There must be at least 3 exhibitors and 18 head of cattle present.
 - b. An exhibitor must show at 3 current year Blonde d' Aquitaine shows. One of these shows must be Lindsay Exhibition.
 - c. Markham Fair will be considered the final show of the year.
 - d. Awards will be presented at the next Annual General Meeting following the completion of the show season.
2. Method for determining Overall High Points Female and Overall High Points Male:
 - a. Points per class per show are awarded as follows:
 - 1st - 8 points
 - 2nd - 7 points
 - 3rd - 6 points
 - 4th - 5 points
 - 5th - 4 points
 - 6th - 3 points
 - 7th - 2 points

8th - 1 point

Grand Champion - 2 points

Reserve Grand - 1 point

- b. Points are accumulated from 3 shows with one being Lindsay Exhibition.
 - c. If a tie occurs, the animal with the most points earned at Lindsay Exhibition will be selected as Overall High Points Female/Male.
 - d. Points earned during the year remain with the animal in cases where the animal is sold.
3. Method for determining Premier Exhibitor are calculated using the 1st to 8th placings as above on their best 5 animals at 3 shows with one being Lindsay Exhibition. Points accumulated by an exhibitor remain with the exhibitor in cases where the animal is sold.

Article VI: Show Incentive Program

1. All members in good standing are eligible to receive monetary recognition for showing at cattle shows across Ontario or the Maritimes.
 - a. Exhibitors must be members of the OBdAA in good standing.
 - b. Animals being complied for show incentive payout must be registered.
 - c. Each exhibitor is eligible for up to 15 animals submitted each year. They can be shown at any show across the province. Contact person for the show may be required before payout can be processed.
 - d. The OBdAA has set aside \$2000 to be divided amongst all submissions.
2. Payouts will be sent out prior to year-end each year.

Article VII: Performance Program

1. All OBdAA members in good standing are eligible to receive monetary recognition for entering bulls into performance testing at BIO managed test stations or any test station located in the Maritime provinces.
 - a. The owners of the bulls must be members of the OBdAA in good standing at the time of payout.
 - b. To be eligible the bulls must carry registration papers prior to payout from this program.
 - c. Each member is eligible for up to 5 bulls per year.
 - d. The payout is as follows:
 - i. Maximum of \$100/bull.
 - ii. If there are more than 10 bulls eligible for payout, \$1000 will be divided equally amongst all eligible bulls.
2. Payouts will be sent out following the completion of the bull tests in the spring each year.
3. The President's Cup will be awarded to the bull with the highest gain across all tests.

Article VIII: Raffle

1. The OBdAA Board of Directors is responsible for over-seeing the management of a raffle.
2. The prizes, amount of tickets printed and the price of tickets for this raffle are to be determined by the Board of Directors each year; with the direction of the General Assembly at the Annual General Meeting.
 - a. 2016 Raffle Specifications are as follows:

- i. First Prize: \$2500 purchase credit of a registered Blonde animal from any Ontario breeder in good standing, or any animal selling as an entry in an OBdAA sale. If the winner chooses not to take the purchase credit, then \$1000 cash is available.
 - ii. Second Prize: \$1000 purchase credit of a registered Blonde animal from any Ontario breeding in good standing, or any animal selling as an entry in an OBdAA sale. If the winner chooses not to take the purchase credit, then \$300 cash is available.
 - iii. 1000 tickets are to be printed, and the price is to be \$10 per ticket.
3. The raffle licence is to be located in the Municipality of Trent Hills/Northumberland County.
4. All monies derived from this raffle must be managed in a specific chequing account to appease Alcohol & Gaming Commission of Ontario - Raffle License Terms & Conditions - Section 10. The designated use for these funds will be to support Youth, 4H and Junior members.

Article IIX: Financial Management

1. The OBdAA must maintain a basic chequing account to pay for all day-to-day and management expenses.
2. The OBdAA must also maintain a second basic chequing account that is labelled as the 'Lottery' account. This account does not necessarily need cheques printed.
 - a. Funds in this account are to be used in the following manners:
 - i. To pay for all expenses pertaining to the Raffle Heifer Lottery.
 - ii. To pay for any 4H member recognitions.
 - b. The only funds that are deposited in this account are the profits of having a heifer raffle.

- c. The monies in this account must remain separate from all other funds until it is fully depleted. This is a rule under the Alcohol & Gaming Commission of Ontario - Raffle License Terms & Conditions - Section 10.
3. The OBdAA must maintain a minimum of two Board of Directors with signing authority on all bank accounts. It is recommended that the OBdAA maintain three Board of Directors with signing authority for ease of management.
4. When a new signing authority is to be added, the current primary signer (usually the Treasurer) must apply at bank to have another signer added. The related documents will be then sent to the most local bank branch to the proposed signer. The new signer must meet at the bank to be added as a signing authority.

Article IX: Banners and Sponsorships

1. Each year the OBdAA Board of Directors asks the membership to source sponsors for Lindsay Exhibition banners and hospitality at our sale and shows. A sponsorship list is formulated in early-March by the Cattle Shows & 4H committee. There is a very specific way in which we ask for sponsorship to maximize interest:
 - a. Each sponsor from the previous year is individually asked whether they would like to sponsor the same banner or hospitality slot that they did the previous year. If yes, they are marked down for the same sponsorship.
 - b. If a sponsor opts not to renew the sponsorship, then the sponsorship option is placed open. At this point, the sponsorship list is taken to the OBdAA Annual General Meeting (at the end of March) where the open sponsorships are announced to the membership.

- c. If there are sponsorships left open after the AGM, the list of open spaces is then circulated to the balance of the membership and provincial contacts for acquisition.
2. Each year the Board of Directors determines the amount a sponsorship cost and what sponsorships are available.

Article X: Advertising

1. The Advertising Chair is to maintain an ongoing and updated list of contacts related to this position/committee. This contact information is to include as much information as possible including names, emails, phone numbers and if possible, alternate contact people. This information will be passed down to the next Advertising Chair and should always be available for the Board of Directors to view as required.
2. The Advertising Chair is to maintain an updated 'Advertising Roadmap', this should include individual material costs, deadlines and a breakdown of the HST, OBdAA and CBdAA portions of each advertisement. This document is to be forwarded to the board each month, prior to our Board of Directors meetings, showing the changes month-to-month and will be referenced and reviewed at the monthly meetings.
3. The Advertising committee is to forward all expenses and revenues to the Treasurer once monthly at a minimum. The Treasurer is to manage all invoicing duties to collect revenues.