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AGRICULTURAL SOCIETY
PROGRAM

FEB 25 2021

APPROVED


Colyn Gosselin
Sr. Project Coordinator

The West Sturgeon
Agricultural Society

Bylaws

February 2, 2021

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The West Sturgeon Agricultural Society

Bylaws

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I. **Definitions:**

In these bylaws,

- a) "Act" means the Agricultural Societies Act of Alberta;
- b) "Regulations" means the Agricultural Societies Regulations of Alberta that are an appendix to the Agricultural Societies Act of Alberta;
- c) "Audit" means an examination and adjustment of accounts by an auditor;
- d) "Auditor" means an individual who meets the requirements for preparation of the financial statement as per the regulation and is not a director of the Society;
- e) "Society" means the West Sturgeon Agricultural Society
- f) "Board" means the board of directors of the Society;
- g) "Bylaws" means the Bylaws of this Society as amended
- h) "Director" means the Director as defined in the Act;
- i) "Executive Committee" means the Past President, President, 1st Vice President, 2nd Vice President, Secretary and Treasurer of the Society;
- j) "Special Resolution" means a resolution passed at a meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of members who are entitled to vote and do so in person.
- k) "Immediate family members" mean related members of a family living in the same residence;
- l) "Real property" means land, buildings on land, fences and fixtures. Fixtures include shelves that are drilled into the wall

II. **Objectives:**

As stated in the Agricultural Societies Act of Alberta article three: "The object of a Society is to encourage improvement in agriculture, and enhanced quality of life for persons living in the community by developing educational programs, events, services and facilities based on needs of the community"

Further specific objectives include, but shall not be limited to:

- a) To develop facilities and programs that provide opportunities for families in our rural and urban communities to experience and understand our cultural heritage, by having fun promoting agricultural food production, entertainment and recreation to enjoy a healthy lifestyle;
- b) Support and Host Community Events
- c) Develop activities to encourage and interest youth in the work of Agricultural Societies
- d) Manage and operate agricultural/recreational facilities
- e) Purchase land when deemed desirable and appropriate to fulfill the objects and operations of the Society

III. Annual General Meetings:

1. Annual meetings of the Society must be held on or before the twentieth day of December in each year at a time and place as may be determined by the Board. In the event an in-person meeting is not feasible virtual meetings are permitted with the approval of the Board.

2. The primary purpose of the annual meeting of the Society is to do the following:
 - a. To review and approve financial statements and other pertinent reports;
 - b. To elect Directors

3. The following shall be the order of business at annual meetings of the Society:
 - a. Call to order
 - b. Determination of quorum
 - c. The minutes of the previous annual or general meeting, for the purpose of being adopted by the society;
 - d. A report on the implementation of the previous year's business plan;
 - e. A financial statement prepared in accordance with the regulations;
 - f. Reports of each committees respecting its activities during the past year;
 - g. Unfinished business;
 - h. New business;
 - i. Addresses and discussions;
 - j. Election of directors;
 - k. Adjournment

IV. Special General Meetings:

1. A special general meeting of the Society may be called at any time by the Board when the Board considers it necessary or advisable.

2. Special general meetings must be called by the Board to receive authorization from the membership before purchasing, selling, mortgaging, leasing for over a year or otherwise disposing of any real property owned by the Society
 - a. The Board shall not sell, mortgage, lease for over one year or otherwise dispose of any real property owned by the society unless authorized to do so by a special resolution

3. The Board must call a special general meeting of the Society when requested to do so by at least 10 members of the Society

4. A request under subsection IV (2) must be in writing and state clearly the nature of the business to be transacted at the meeting

5. Where the Board receives a request in accordance with subsections 7(2) of the regulations
 - a. If the Board does not issue a call for the meeting within 14 days from the day of receiving the request, or;
 - b. If the meeting called is not to be held within 60 days from the day of the Board receiving the request, the members making the request, may call a meeting of the Society.

V. Notice of Meetings:

1. The Board or members calling a general meeting of the Society must give at least 14 days notice of the meeting
 - a. By emailing or mailing to each member of the Society, at the members address last registered in the office of the Society, a notice stating the hour, day and place of the meeting, or;
 - b. By advertising the hour, day and place of the meeting on the website, by email and on the community sign board
2. If the addition or repeal of or amendment to any provision of the Bylaws of the Society or its memorandum of Society is to be proposed at the meeting (other than the Annual General Meeting), the intent of the proposed change must be included in the notice of meeting.
3. Notwithstanding section IV(1), the directors shall provide a minimum of 21 days notice if the meeting is called for the purpose of selling, purchasing, mortgaging, leasing for over one year or to otherwise dispose of any real property owned by the Society.

VI. Quorum:

1. At a meeting of the Society ten (10) members constitutes a quorum for the transaction of business at a general meeting of the Society.
2. Five (5) directors, or a majority of the directors, whichever is greater, constitute a quorum for the transaction of business at a meeting of the Board.
3. The president cancels the general meeting if a quorum is not present within one-half (1/2) hour after the time set. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

VII. Voting:

1. At a general meeting of the Society, a majority vote of the member's casting votes may decide all questions, except when an extraordinary resolution is required.
2. Each membership in good standing is allowed one vote on any question.
3. No member may vote by proxy.
4. At the approval of the Board, alternative methods of voting may be acceptable.

VIII. Composition and election of Board:

1. The Board of a Society must consist of 12 directors in accordance with the Act.
2. Any member in good standing or the representative of a corporation that is a member in good standing is eligible to be elected as a director.
3. Candidates for election to the office of director must be nominated openly at a general meeting of the Society.
4. At each annual general meeting, voting members elect four (4) directors; each serving a term that ends at the close of the third annual general meeting following the annual general meeting at which these directors were elected.
5. Subject to subsection VIII(4), the term of office of a director is 3 years.
6. Directors shall only serve for four (4) continuous terms and must take one (1) year off prior to running for re-election as a director.

IX. Powers and Duties of the Board:

1. The Board is to direct and supervise the business of the Society and may exercise all the powers of the Society that are not required to be exercised by the membership in a general meeting.
2. The Board may appoint an executive committee and prescribe the committee's duties.
3. The Board will develop a budget to present for information to the membership at the annual meeting.
4. The Board shall be responsible for providing policy, procedures and terms of reference to all committees of the Society.
5. Directors shall serve on a voluntary basis without remuneration by the Society for their directorship. Board approved expenses will be reimbursed after Board approval.
6. No one (1) individual will carry more authority than another unless operating within Board approved Policies

X. Duties of the Officers and Secretary of the Society:

1. President

- a. Supervises the affairs of the Board;
- b. When present, chairs all meetings of the Society, the Board, and the Executive Committee;
- c. Is an *ex-officio* member of all Committees;
- d. Acts as the spokesperson for the Society;
- e. Represents the Society in the community and with other community organizations
- f. Is a member of the Executive Committee;
- g. Ensures new Board members orientation is completed within 60 days of their being elected or appointed;
- h. Initiates appropriate workshops or other in-service training for Board members and the total membership that will improve the functioning of the Society
- i. Carries out other duties assigned by the Board.

2. 1st Vice-President

- a. Presides at meetings in the President's absence.
- b. Replaces the President at various functions when asked to do so by the President or the Board;
- c. Is a member of the Executive Committee;
- d. Carries out other duties assigned by the Board.

3. 2nd Vice-President

- a. Presides at meetings in the 1st Vice-President's absence. If the 2nd Vice-President is absent, the Directors elect a Chairperson for that meeting;
- b. Replaces the President at various functions when asked to do so by the President or the Board;
- c. Is a member of the Executive Committee;
- d. Carries out other duties assigned by the Board.

4. Treasurer

- a. Ensures all monies paid to the Society are deposited into a chartered bank or institution as directed by the Board of Directors;
- b. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;

- c. Presents the Society's records to the designated accountant for review and preparation of a review engagement statement;
- d. Makes sure a review engagement statement of the Society is prepared and presented to the annual general meeting;
- e. Is available at the annual meeting at least one hour prior to the meeting to receive membership fees for the ensuing year;
- f. Ensures preparation of the necessary documentation required for application for any grants that may be available to the Society and are submitted before deadlines;
- g. Is a member of the Executive Committee and;
- h. Carries out other duties assigned by the Board.

5. Secretary

- a. Keeps minutes of all meetings of the Society, the Board and the Executive Committee;
- b. Notifies the membership and directors of meetings as required by the bylaws;
- c. Receive and respond to all correspondence as directed by the Board;
- d. Makes sure a record of names and addresses of all members of the Society, the date on which the person is admitted as a member, and the date on which the person ceases to be a member is kept;
- e. On or before the 15th of February each year return to Alberta Agriculture and Forestry, the annual return documentation required by ARD including but not limited to: a list of directors and officers elected at the annual meeting for the ensuing year; a report of the year's activities; a signed copy of the financial statement approved by the membership and prepared by a designated accountant; three year business plan.
- f. Carries out other duties assigned by the Board.

6. Past President

- a. Ex-officio position for a term of one (1) year
- b. Attends all meetings of the Society, the Board and the Executive Committee;
- c. Supports the Current Chairperson
- d. May chair special events
- e. Provides historical continuity about the Boards activities

XI. Meetings of the Board:

1. At the first meeting of the newly elected Board after each annual meeting of the Society, the Board is to meet and elect officers from its own number.
 - a. A chairman or president, and;
 - b. A 1st vice-chairman or vice-president, and;
 - c. A 2nd vice-chairman or vice-president, and;
 - d. A treasurerand any reference in these bylaws to the chairman or vice-chairman is to be read as also referring to a president or vice-president respectively.
2. At each meeting at which a chairman is elected, the Board must appoint a secretary
3. The secretary may, but need not, be director or a member.

4. The Board must hold a meeting not less than once every three (3) months as required by the Act and, subject to subsection XI(1); the Board may hold other meetings on days and at places and times decided on by the Board.
5. The secretary shall give each director at least 1 week notice of all regular meetings of the directors.
6. The chairman must call a special meeting of the Board on the written request of a majority of the directors or if the chairman considers it to be necessary.
7. The secretary must give each director notice of a special meeting,
 - a. Stating the time and place at which it is to be held, and;
 - b. Stating, in general terms, the nature of the business to be transacted at the meeting.
8. Notwithstanding this section, if all the directors are present at a director's meeting, it is deemed to have been properly called whether or not the notice of the meeting has been given or properly given.
9. If all directors of the Board consent, a director may participate in a meeting of the Board or committee by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A director participating by such means is deemed to be present at that meeting
10. An emergency meeting of the Board may be called by the President or Executive Committee to discuss business or take action that cannot be delayed for the 1 week required for notice. All directors must be provided a minimum of twenty-four (24) hours' notice of the emergency meeting by either email or by phone
11. At any emergency meeting called by the board of directors, the board of directors may act only on emergency matters. Emergency situations may include those that deal with land, legal, safety or labour.

XII. Proceedings at Board meetings:

1. Five (5) directors, or a majority of the directors, whichever is greater, constitute a quorum for the transaction of business at a meeting of the Board.
2. The chairman may vote on any question, but having done so, the chairman does not have a casting vote in the event of a tie.
3. If there is not a majority in favour of a motion, the motion is lost.
4. All Board Members are permitted to vote on all Board Matters, with the exception of when a conflict of interest exists as described in the Society's Code of Conduct referenced in subsection 12(2) of the regulations
5. At the meeting of the Board held before the annual meeting of the Society, the directors are to adopt a report covering all the activities of the Society for the preceding year for presentation to the annual meeting.

XIII. Vacating a director's office:

1. Where a director fails to attend three (3) consecutive meetings of the Board of which the director has been duly notified, the director's office may be declared vacant by the Board if the director's absence has not been explained to the satisfaction of the Board.
2. Where
 - a. A director, or;
 - b. A corporation whose representative is a director,ceases to be a member of the Society, the office of that director is to be declared vacant by the board.

3. Where a director's office is vacated under this section, the Board may forthwith fill the vacancy in accordance with Section 17 of the Act
4. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership.

XIV. Committees

1. Standing or special committees may be established by the Board.
2. Each committee will have at least one director who will act as the liaison to the Board.
3. Unless a committee is given written notice of a budget or authority to expend funds, the committee has no authority to expend Society funds or bind the Society to a financial commitment.
4. Unless a committee is given written authority to the contrary, the committee does not have the authority to bind the Society to any decision or undertaking. If a committee is authorized to bind the Society, the authorization must be clear and the committee must operate within the limited authority granted.

XV. Execution of certain documents:

All contracts, financial and legal documents must be signed by the officers of the Society or other directors as authorized to do so by motion of the Board.

XVI. Society Funds:

1. The funds of the Society, however derived, shall not be expended for any objects inconsistent with those of the Society or authorized by the Act.
2. The funds shall be deposited to the credit of the Society in a chartered bank or other institution as directed by the Board.
3. Investment of Society funds must be in accordance to Section 29(3) of the Trustee Act
4. Cheques of the Society shall be signed by any two (2) of the following in accordance with the Act:
 - a. The president (or chairperson)
 - b. A vice-president (or vice-chairperson)
 - c. The treasurer
5. Signing authorities are permitted to sign cheques up to a maximum amount of \$25,000. Authorization from the Board is required on amounts greater than \$25,000.
6. Immediate Family Members may not hold signing authority positions for the Society simultaneously

XVII. Borrowing by the Society:

1. The Society may for the purpose of carrying out its objects or for capital purposes, from time to time borrow money and from time to time issue notes, bonds, debentures and other securities.
2. The Board may not borrow more than \$10,000 without the authorization of the members of the Society.

XVIII. Fiscal Year:

The fiscal year of the Society is the year beginning on August 1 and ending on the following July 31.

XIX. Auditor:

1. No person holding office in or employed by the Society is eligible to be appointed as the auditor of or to perform any of the duties of the auditor of the Society.
2. The auditor is to be appointed by resolution passed at an annual meeting of the Society or at a special general meeting of the Society called for that purpose.
3. The auditor must be a member in good standing of an association of accountants recognized by the Director.

XX. Financial Statements:

1. The financial statement referred to in Section III of the bylaws in accordance with the regulations must be a review engagement report or audit report prepared by a
 - a. Certified General Accountant, or;
 - b. Certified Management Accountant, or;
 - c. Chartered Accountant, or;
 - d. Certified Public Accountant

XXI. Membership:

1. A person may become a member of the Society if that person pays the membership fee and is interested in the objectives of the Society.
2. Subject to subsection XXI(1), a person who is 18 years of age or older may become a voting member as provided for under the Act.
3. Payment of the membership fee entitles the person paying it to the privileges of membership for the year of which the fee is paid.
4. Membership fees shall be paid on or before the annual meeting and shall be valid until the next annual meeting
5. A person under the age of 18 may become a non-voting member
6. A designation under subsection XXI(4)
 - a. Must be in a form acceptable to the Society;
 - b. Must be furnished to the Society at the time the membership fee is paid, and;
 - c. May be changed from time to time by a like designation.
7. Membership fees are set annually by the Board of Directors
8. Upon the calling of a Special Meeting, no new memberships or fees will be accepted until the day immediately following the Special Meeting

XXII. Code of Conduct

1. The Society shall maintain a code of conduct for its members, officers, directors and employees
2. The code of conduct must include provisions regarding conflicts of interest
3. Every member, officer, director and employee of the Society shall comply with the Society's code of conduct
4. Every officer, director, and employee of the society shall read the code of conduct and sign an acknowledgement that the officer director or employee has read and will comply with the code of conduct

XXIII. Suspension of Membership:

1. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership not more than three (3) months, for one or more of the following reasons:
 - a. if the member has failed to abide by the bylaws;
 - b. if the member has been disloyal to the Society;
 - c. if the member has disrupted meetings or functions of the Society; or
 - d. if the member has done or failed to do anything judged to be harmful to the Society.
2. The affected member will receive written notice of the Board's intention to deal with whether that member should be suspended or not. The member will receive at least two (2) weeks notice before the special meeting.
3. The notice will be sent by single registered mail to the last known address of the member shown in the records of the Society. The notice may also be delivered by an officer of the Board.
4. The notice will state the reasons why the suspension is being considered.
5. The member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the member.
6. The Board will determine how the matter will be dealt with, and may limit the time given the member to address the Board.
7. The Board may exclude the member from its discussion of the matter, including the deciding vote.
8. The Board will vote on these matters by secret ballot.
9. The decision of the Board is final.

XXIV. Termination of Membership:

1. Any member may resign from the Society by sending or delivering a written notice to the secretary or president of the Society. Once notice is received, the member's name is removed from the membership register.
2. The membership of a member is ended upon their death.
3. If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.
4. The Society may, by extraordinary resolution at a special general meeting called for that purpose, expel any member for any cause which is deemed sufficient in the interests of the Society. This decision is final.
5. No right or privilege of any member is transferable to another person.
6. Although a member ceases to be a member, they are liable for any debts owing to the Society at the date of ceasing to be a member.

XXV. Security:

1. The Society shall at all times maintain theft insurance or fidelity insurance against loss or damage caused by employees, officers, and directors.
2. The Society shall at all times maintain general liability insurance in an amount not less than \$2,000,000 inclusive per occurrence (insuring against personal injury and property damage (including loss of use of property)).
3. In this section "theft insurance", "fidelity insurance", and "general liability insurance" have the meaning given to them by the *Classes of Insurance Regulation* (AR 121/2001).

4. The Society shall at all times maintain directors and officer's liability insurance.
5. No member is, in their individual capacity, liable for any debt or liability of the Society.

XXVI. Amendments to the Bylaws:

1. At the annual meeting of the Society or at a special meeting called for that purpose, the members of the Society may make, alter and repeal bylaws for the general management of the Society.
2. 2 signed copies of the approved amended bylaws will be sent to the Agricultural Society Program, Alberta Agriculture and Rural Development (ARD) for their approval and acceptance.
3. The bylaws shall be reviewed annually by the Board prior to the next annual meeting and any changes approved by the membership at the annual meeting, or a special meeting called for that purpose.

XXVII. Parliamentary Authority:

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

XXVIII. Dissolution of the Society:

1. The Society may not distribute its property or pay dividends to its members.
2. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization which has objectives similar to those of the Society.
3. Members are to select the organization to receive the assets at a special meeting called for that purpose.

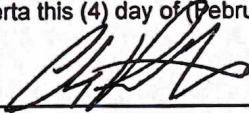
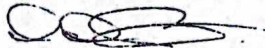

XXIX. All Other Matters:

In the event that these regulations do not adequately cover any situation or time of concern to the executive, directors, or members, reference shall be made to the Act which shall be the supreme authority whereby the actions and activities of the Society are managed and controlled.

Acknowledgement of Bylaws

These bylaws and regulations were acknowledged before a general meeting or special meeting called for the purpose of approval of these documents consisting of members of the West Sturgeon Agricultural Society.

Signed before the people at this meeting at Calahoo in the Province of Alberta this (4) day of (February), (2021).

President:	Chad Perrott	
	PRINT NAME	SIGNATURE
1 st Vice-President:	Damian MacMillan	<i>Damian MacMillan</i>
	PRINT NAME	
Director:	Dale Soetaert	
	PRINT NAME	SIGNATURE
Director:	Lisa Hardy	
	PRINT NAME	SIGNATURE

Date Bylaws last Reviewed with no amendments or changes _____