

BYLAWS of The Bow Valley Agricultural Society

Article 1 – Preamble

1.1 The Society

The name of the Society is the Bow Valley Agricultural Society which may also be known or referred to as BVAS .

1.1.1 The Bow Valley Agricultural Society is a registered Society, incorporated under the Agricultural Societies Act in the Province Alberta and a registered Charity registered under the Charities Act in Canada.

1.2 The Bylaws

The following articles set forth Bylaws of the Bow Valley Agricultural Society. The Bylaws represent the rules and regulations used by the Society in fulfilling its registered objects.

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

When construing the Bylaws, reference shall be made to The Agricultural Societies Act. Words and expressions used in the Bylaws shall, unless otherwise stated in the context, have the same meaning as used in the Act.

In these Bylaws, the following words have these meanings.

2.1.1 Act means the Agricultural Societies Act of Alberta 2000, Chapter A-11 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article 6.1.

2.1.3 Board means the Board of Directors of this Society.

2.1.4 Bylaws means the Bylaws of this Society as amended and registered.

2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 Member means a Member of the Society as defined in Article 4.

2.1.7 Officer means any Officer listed in Article 6.2.1 as the elected executive of the BVAS.

2.1.8 Registered Office means the registered address and office for the Society.

2.1.9 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.10 Society means the Bow Valley Agricultural Society of Alberta.

2.1.11 Special Meeting means the special meeting described in Article 5.2

2.1.12 Special Resolution means:

a. a resolution passed at a General Meeting of the membership of this Society. There must be fourteen (14) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person; (meeting quorum numbers apply)

b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than fourteen (14) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or

c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.13 Voting Member means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Words pertaining to gender shall include both genders and references to persons shall include associations, companies and corporations

2.2.3 Corporation: words indicating persons also include corporations.

2.2.4 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.5 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 - Membership

Membership in the Society shall be open to all individuals, families or organizations who utilize and support the Bow Valley Agricultural Society objectives, facilities, programs or services.

Voting members must be aged 18 and above who:

- a. Accept and agree with the objectives of the Society;
- b. Are able to assist in furthering the goals and objectives of the Society;
- c. Meet the terms and conditions set by the Board and ratified by the Society.
- d. Apply to the Society to become a member.
- e. Pay a membership fee associated with the membership
- f. At least 50% of members must be engaged in agricultural production.

3.1 Classification of Members

There are four categories of Members:

- a. Full or Voting Members as per 3.1.1
 1. Individuals aged 18 or over who hold a valid membership
 2. Families (1 vote per family)
 3. Registered Non-Profit or NPO Organizations who utilize the BVAS facilities or programs (1 vote per organization)
- c. Associate Member, Non-Voting
 1. Individuals or a representative of a group who participate or volunteer occasionally at the facility, wish to be involved in the society, and agree to adhere to the Code of Conduct and Conflict of Interest Agreement
 2. Business or Employee Membership
 3. Appointed Liaison from the County of Rocky View
 4. Appointed Liaisons from associated organizations, or political groups.
- d. Honorary (Lifetime) Member – Non-Voting
 1. Individuals who have made exceptional contributions to the Bow Valley Agricultural Society, over the years.
 2. Voted in by 75% approval of Board with no annual fee.

3.1.1 Voting Members

- a. Shall be entitled to vote at all Board Meetings, Annual General Meetings (AGMs) and Special Meetings of the Membership, as called from time to time if a membership has been held for at least 30 days. (Members within this category may not vote until after 30 days of membership.)
- b. Shall be required to pay an annual membership fee in accordance with provisions of the Bylaws.
- c. May be eligible to stand for any of the Board Executive positions.

- d. Are eligible to benefits and services provided by the Society.
- f. Must be over 18 years of age.
- g. Must not be employed by or hold a lease from the Society.

3.1.2 Associate Members

- a. Shall not be entitled to vote, or hold office.
- b. May be an individual or a supporting business.
- c. May be appointed to committees of the Board.
- c. May be an employee of BVAS, or business leasing from BVAS.
- c. Shall be entitled to notice of, and may speak at, AGMs of the Society.
- d. Shall be required to pay membership fees in accordance with the provisions of the Bylaws.

3.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

A member shall, at the time of payment of the member's membership fee, give to the treasurer the post office address to which all notices of meetings and other notices to the member shall be sent. (AG Societies Act 10-20).

3.3 Membership Fees and Dates

3.3.1 Membership year

The membership year is January 1 to December 31 of each calendar year. Minimum fee of \$1.00 must be paid at the time of application, although the membership fee is set from time to time by the board, there are no pro-rated fees.

3.3.2 Setting Membership Fees

The Board decides annual membership fees for each category of Members from time to time. (A minimum fee of at least \$1.00 must be charged. AG Societies Act 9-1)

3.3.3 Payment Date for Fees

The annual membership application and fees must be completed on or before September 1 of every year. (There will be a two-month grace period for renewal before being struck from the ledger). Payment, if any must be paid at least 30 days prior to any voting occasion to be eligible to vote (exception being any Meeting held within 60 days of the renewal date).

3.4 Rights and Privileges of Members

3.4.1 Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;
- b. attend any meeting of the Society;
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these bylaws.

3.4.2 Voting Members

The only Members who can vote at meetings of the Society are Full Members in good standing who are at least eighteen (18) years old.

3.4.3 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Society on any motion.

3.4.4 Member in Good Standing

A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Society; and
- b. the Member is not suspended as a Member as provided for under Article 3.5.

3.5 Suspension of Membership

3.5.1 Decision to Suspend

The Board, at a Special Meeting 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 prevent anything judged to be harmful to the Society.

3.5.2 Notice to the Member

3.5.2.1 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 one (1) weeks' notice before the Special Meeting.

3.5.2.2 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.

3.5.2.3 The notice will state the reasons why suspension is being considered.

3.5.3 Decision of the Board

3.5.3.1 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.

3.5.3.2 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

3.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.5.3.4 The decision of the Board is final.

3.5.3.5 Members who have been suspended and declared not to be in good standing may, upon application for reinstatement, be reinstated as a member in good standing by a 75% vote of the Board of Directors.

3.6 Termination of Membership

3.6.1 Resignation

3.6.1.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

3.6.1.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members. Another representative will be requested.

3.6.2 Death

The membership of a Member representative is ended upon his death.

3.6.3 Deemed Withdrawal

3.6.3.1 If a member has not paid the annual membership fees or filled out the required paperwork within two (2) months following the due date, the Member is considered to have submitted his resignation.

3.6.3.2 In any of the cases above, the name of the Member, Family or Organization is removed from the Register of Members. The Member is considered to have ceased being a Member on the date its name is removed from the Register of Members.

3.6.4 Expulsion

3.6.4.1 The members at a Special Meeting of which notice specifying the intention to do so, with or without cause to do so, may by 75% majority vote, remove any Director before the expiration of such Director's term of office and may also by ordinary resolution appoint another person in such Director's stead. The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member representative for any cause which is deemed sufficient in the interests of the Society:

- a. Becomes disqualified under the provisions of the Act
- b. Is convicted of an indictable offence or is imprisoned in excess of fourteen (14) days
- c. Is removed from office under Article 4.6.4.1
- d. Fails without reasonable excuse, and without leave of majority of the other Directors, to attend duly called directors meetings on three (3) successive occasions and such removal is then confirmed by a majority of the other Directors

3.6.4.2 Before a member is expelled, the Board must comply with the following procedure:

- a. The Executive Committee shall be consulted regarding the matter on the individual in question. If the decision is that the matter needs to be pursued further, a special meeting of the Board will be called by the President.
- b. At this meeting, the individual in question will be invited to explain the situation to the Board. Board members may vote at this meeting to take further action, to expel or to suspend the individual from the Society.
- c. A suspended or expelled member may approach the Society's Grievance Committee for reconsideration of the Board's decision.
- d. If the member fails to respond, or the Board is not satisfied with the explanation provided, the Board may, by a resolution passed at a special meeting called for that purpose, expel or suspend the member from the Society.

3.6.4.3 This decision is final.

3.6.4.3 On passage of the Special Resolution, the name of the Member or Organization is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

- a. A meeting must be held for members to attend with at least a 75 percent attendance from the then existing Board to consider the expulsion or suspension of a Member.

3.7 Transmission of Membership

No right or privilege of any Member or Organization is transferable to another person or Organization. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

3.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.9 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society except in cases of fraud, neglect of duty and intentional or wilful mismanagement.

Article 4- Meetings of the Society

4.1 The Annual General Meeting

4.1.1 The Society holds its Annual General Meeting no later than April 30 of each calendar year, in Indus, Alberta. The Board sets the place, day and time of the meeting.

4.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least fourteen (14) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.2.1 The Directors shall make available to the membership at an Annual General meeting:

- a. A membership list of the Society for the current fiscal year.
- b. A detailed financial statement, prepared by the Society 's auditors.
- c. A detailed statement of the assets and liabilities of the Society.
- d. A report of the activity carried out by the Society during the current financial year.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. Adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the reports of Officers;
- d. Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. Appointing the auditors;
- f. Reports of Committees
- g. Unfinished business
- h. New business
- i. Electing the Members of the Board (Directors;
- j. considering other matters specified in the meeting notice;
- k. other specific motions that any members have given notice of before the meeting is called.
- l. Adjournment

4.1.4 Quorum

Attendance by at least 10 of the registered Voting Members at the Annual General Meeting is a quorum.

4.1.5 Returns

Not later than January 15 following the annual meeting of a society, the secretary of the society shall deliver to the Provincial Director:

- a. a list of the persons elected at the annual meeting as officers of the society and
- b. a copy or summary of each report and statement presented to the annual meeting.

4.2 Special Meeting of the Society

4.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors.
The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least one-third (1/3) of the Voting Members.
The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

4.2.2 Notice for Special Meeting

The Secretary may mail, e-mail or deliver a notice to each member at least fourteen (14) days or less, if agreed upon by all voting members, before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

4.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.4 Procedure at the Special Meeting Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. **(Refer to 4.3.5.1.)**

4.3 Proceedings at the Annual or a Special Meeting

4.3.1 Attendance by the Public.

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

4.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. 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.

4.3.3 Presiding Officer

4.3.3.1 The President presides over every General Meeting of the Society. The Vice-President presides in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to preside.

4.3.4 Adjournment

4.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

4.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

4.3.4.3 The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

4.3.5 Voting

4.3.5.1 Each Voting Member, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

4.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.3.5.3 A Voting Member may not vote by proxy.

4.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.3.5.6 Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

4.3.5.7 Members may withdraw their request for a ballot.

4.3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

4.3.6 Failure to Give Notice of meeting

No action taken at a General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

4.3.7 Written Resolution of all the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

Article 5 - The Governance of the Society

5.1. The Board of Directors

5.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire paid administrators to carry out management functions under the direction and supervision of the Board.

5.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Agricultural Societies Act. The powers and duties of the Board include:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies;

- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Making policies for managing and operating the Society;
- j. Approving all contracts for the Society;
- k. Maintaining all accounts and financial records of the Society;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- n. Working within Provincial and Societal regulations, sell, dispose of, or mortgage any or all of the property of the Society; and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.
- p. The Board shall approve or by resolution appoint the President/ General Manager (if one is hired) and/or another designated person to approve all publications and communications of the Society
- q. Shall serve on a voluntary basis without remuneration by the Society for their Directorship. No expenses approved will be compensated prior to their occurrence.
- r. Appoint those standing committees required to meet the objectives of the Society. The Board will provide every committee with the necessary detailed direction as to its responsibility

5.1.2.1 Conflict of Interest

- a. In the event that a Director or any officer or any member of their respective immediate families has any direct or indirect financial interest in any matter or is a party to a material contract or proposed material contract or has a material interest in any person, corporation, partnership or other organization or entity which is a party to a material contract or proposed material contract (a "Conflicted Matter") before the Board of Directors or any committee of the Board of Directors (other than a matter pertaining to the remuneration, reimbursement, indemnity or protection of any person or in its capacity as a Director or officer), that Director or officer (a "Conflicted Director or Officer") shall fully disclose the nature and extent of his or her interest by written notice or by verbal declaration at any meeting of the Board of Directors or of such committee and such declaration shall be recorded in the minutes of such meeting, and that Conflicted Director or Officer shall absent himself or herself from the meeting while such matter is under discussion and during any vote on such matter PROVIDED HOWEVER that:
 - i. such Conflicted Director or Officer may be permitted by the President of the particular meeting to participate in some or all the discussions pertaining to such matter (but not to vote or to remain in attendance during any vote on the matter) if and to the extent that such President deems it in the interests of the Society that such Conflicted Director or Officer do so; and
 - ii. a quorum shall be deemed to be present for the purposes of voting on the Conflicted Matter if, and only if, a majority of the Directors or committee (as applicable) who

are not a Conflicted Director or Officer with respect to that Conflicted Matter are present at the time of such vote.

iii. Without limitation to the foregoing, no Conflicted Director or Officer shall seek to in any manner influence a decision made, or to be made by or on behalf of the Society (and whether by the Board of Directors or through the agency of any officer, agent, contractor or employee of the Association) in respect of any Conflicted Matter.

b. For the purposes of this Article 6.1.2:

i. the term “Conflicted Matter” shall include potential, perceived or actual conflicts of interest where:

1. a potential conflict of interest occurs when a Director or officer has knowledge that the performance of a duty or function or exercise of power may result in a direct or indirect personal gain, including a gain for his or her private interest and/or a related person but has not yet performed that duty or function;
2. a perceived conflict of interest occurs when there is a perception formed by a reasonable, informed third party that a conflict of interest exists; and
3. an actual conflict of interest occurs when the Director or officer exercises a power or performs a function or duty with the knowledge that there may be a personal gain, including a gain for his or her private interest and/or a related person.

ii. the term “related person” includes:

1. a corporation or other entity or organization which a person directly or indirectly owns or controls;
2. an employee of such corporation or other entity or organization; and
3. an affiliate (as that term is defined in the Business Corporations Act (Alberta))
4. a family member or relative

b. Should a conflict of interest be discovered after such a vote, the vote of that individual and the motion in question will be considered null and void. Any costs incurred in this process may be pursued through the fraudulent vote.

5.1.3 Composition of the Board

The Board of Directors must consist of:

- a. The President of the Society
- b. Two Vice Presidents of the Society, and a secretary/treasurer
- c. Not fewer than ten (10) other persons and not more than twelve (12) who must be appointed or elected at the Annual General Meeting in accordance with the bylaws.
- b. The immediate Past President may be included as either a voting or non-voting Director

6.1.4 Election of the Directors and the President

5.1.4.1 At the first Annual General Meeting of the Society, the Voting Members elect 10 to 12 Directors:

- a. One half those elected will serve a term of one year, one half will serve a term of 2 years
- b. The decision of who will serve the different terms will be decided by a draw or by agreement.

5.1.4.2 At each succeeding Annual General Meeting of the Board, Voting Members elect one half of the total Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.

5.1.4.3 Eligible voting members will be elected by the membership at the AGM. In order to stand for election to the Board, an individual must have held Voting Membership with the Society for no less than 30 days prior to the AGM.

Candidates for directorship must satisfy pre-requisites established by the Board and be nominated and seconded by the full members. All individual must submit a standard police check within one month of election as well as a signed Conflict of Interest Agreement and signed Code of Conduct Agreement.

5.1.4.4 Voting members elect the Directors at the Annual General Meeting. The Directors elect from amongst themselves, the President, who can only serve, as President, for a maximum of three (3) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board (or until a successor comes forward.); as well as 2 Vice Presidents, Secretary and Treasurer.

5.1.5 Resignation, Death or Removal of a Director

5.1.5.1 A Director including the President and immediate Past President, may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.

5.1.5.2 Voting Members may remove any director including the President and the immediate Past President, before the end of his term. There must be a majority vote at a Special Meeting called for this purpose. All rules pertaining to a Special meeting are in effect.

5.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy until the next AGM. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

5.1.6 Meetings of the Board

- a. holds a minimum of six (6) regular meetings each year.
- b. The Board may hold its meetings at any location suitable to its members.

- c. No formal notice of any Board meeting shall be necessary if all directors are present at the time of announcement.
- d. The Board may specify any time in the month for their regular meeting.

5.1.6.2 The President calls the meetings. The President also calls a meeting if any four (4) Directors make a request in writing and state the business of the meeting.

5.1.6.3 Fourteen (14) days' notice for Board meetings is sent to each Board member. There may be five (5) days' notice by telephone or another electronic medium. Board Members may waive notice.

5.1.6.4 Five (5) of the Directors present at any Board meeting is a quorum

5.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting is a quorum. The meeting may proceed but no motions may be made until a quorum is present.

5.1.6.6 Each Director, including the President and the Past President, has one (1) vote.

5.1.6.7 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

5.1.6.8 Meetings of the Board are open to all Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

5.1.6.9 All Directors (100%) may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.6.10 A meeting of the Board may be held by a conference call, skype, face time or any other real time media whereby all members can attend and be heard at a meeting. Directors who participate in this call are considered present for the meeting.

5.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.1.6.12 A Director may waive formal notice of a meeting.

5.2 Officers

5.2.1 The Officers of the Society are the President, 2 Vice-Presidents, Secretary, Treasurer (or Secretary-Treasurer) and Past President.

5.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers including the President, Vice-President, Secretary and Treasurer for the

following year. The Past-President will not be a member of the executive, as determined by the Board of Directors.

5.2.3 The Officers may hold office until re-elected and served three terms or until a successor is elected.

5.3 Duties of the Officers of the Society

5.3.1 The President:

- Supervises the affairs of the Board,
- When present, presides over all meetings of the Society, the Board and the Executive Committee;
- Is an ex officio member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society;
- Presides over the Executive Committee; and
- Carries out other duties assigned by the Board.

5.3.2 The Vice Presidents:

- Preside at meetings in the President's absence. If the Vice-President is absent, the other Vice president presides, if both are absent the Directors elect a Chairperson for the meeting.
- Replace the President at various functions when asked to do so by the President or the Board;
- Chair the Personnel Committee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

5.3.3 The Secretary:

- Attends all meetings of the Society, the Board and the Executive Committee,
- Ensures that accurate minutes of these meetings are kept and available;
- Has charge of the Board's correspondence;
- Ensures a record of names and addresses of all Members of the society is kept;
- Ensures all notices of various meetings are sent;
- Ensures annual fees are collected and deposited;
- Keeps the Seal of the Society;
- Is a member of the Executive Committee;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- Ensures all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;

- Ensures a detailed account of revenues and expenditures are presented to the Board as requested, balance statement, profit loss statement.
- Ensures an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Presidents the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

5.3.5 The Past President (if one exists, if not then these duties fall to one of the Vice-Presidents):

- Chairs the Recruitment Committee
- Orients all new appointments, arranges Police checks and ensures paper work is complete.
- Carries out other duties assigned by the Board.

5.4 Board Committees

5.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

5.4.2 General Procedures for Committees

5.4.2.1 A Board Member presides each committee created by the Board.

5.4.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees
- provides reports to each Board meeting at the Board's request.

5.4.2.3 The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

5.4.2.4 A majority of the committee members present at a meeting is a quorum.

5.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

5.5 Committees

The Board may establish any of these committees and will define if the committee is to be a standing committee or an adhoc committee:

- a. Executive Committee;
- b. Personnel Committee;

- c. Finance Committee;
- d. Nominating Committee;
- e. Fund Raising Committee;
- f. Other committees as deemed necessary.

5.5.1 The Executive Committee:

- a. Consists of the President, 2 Vice-Presidents, Secretary, Treasurer.
- b. Is responsible for:
 - planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings;
 - carrying out other duties as assigned by the Board.
- c. Meets as deemed necessary. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.
- d. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- e. A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- f. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- g. An Officer may waive formal notice of a meeting.

5.5.2 The Personnel Committee:

- a. May consist of the Vice-President, who is the Chairperson, and two (2) other Members appointed by the Board;
- b. Is responsible for:
 - recommending a job description, qualifications, and performance appraisal system for the Manger/Executive Director;
 - interviewing applicants for the position of Manger/Executive Director of the Society and recommending an appointment to the Board;
 - recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits
 - acting as a mediator for personnel problems;
 - recommending personnel policies for volunteers;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the board.

5.5.3 The Finance Committee:

- a. Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.
- b. Is responsible for:
 - recommending budget policies to the Board;
 - investigating and making recommendations to the Board for acquiring funds/property
 - recommending policies on disbursing and investing funds to the Board;
 - establishing policies for Board and committee expenditures;
 - arranging the annual audit or review of the books;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the Board.

5.5.4 The Nominating Committee:

- a. May consist of the immediate Past President, who Presides the committee, and two (2) other Members appointed by the Board.
- b. Is responsible for:
 - preparing a slate of nominees for each vacant Director position;
 - orienting new board members; and
 - presenting its recommendations to the Annual General Meeting.

5.5.5 The Fundraising Committee: A standing committee

- a. Consists of the Fund-Raising Director, who Presides the committee and two (2) other Members appointed by the Board
- b. shall be responsible for all fund-raising and sponsorship activities of the Society and
- c. be knowledgeable of government and private grants available to the Society.
- d. This would include the responsibility for the Society's publicity and establishing and maintaining a good relationship with the public.

5.5.6 Any other Committees the Board may appoint.

5.6 The Manager(s)

5.6.1 The Board may hire a Managers to carry out assigned duties.

5.6.2 The Managers report directly to the President, are responsible to the Board, and acts as advisors to the Board and to all Board Committees. The Managers do not vote at any meeting.

5.6.3 The Managers acts as the administrative officers of the board in:

- attending board, and other meetings, as required;

- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Board's policies;
- keeping the Board informed about the affairs of the Society;
- maintaining the Society's books
- preparing budgets for Board approval;
- representing the society and amateur sport at various committees, meetings and presentations
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board.
- other duties as mutually agreeable

Article 6 – Finance and Other Management Matters

6.1 The Registered Office

The Registered Office of the Society is located in Indus, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

6.2. Finance and Auditing

6.2.1 The fiscal year of the Society ends on August 31 of each year.

6.2.2 There must be an auditor review of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting must do this review or audit. At each Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

6.3 Seal of the Society

6.3.1 The Board may adopt a seal as the Seal of the Society.

6.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

6.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

6.4 Cheques and Contracts of the Society

6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society as per budget approval. Two signatures are required on all cheques. The cheques of the Society must be signed by any 2 of the following: The President, a Vice President, the Treasurer or the Secretary-Treasurer, as the case may be (AG Societies Act 29-5). The Board Secretary shall register the motion appointing signing authorities with the financial institute.

6.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.4.3 Any unbudgeted expenditure by the Society, in excess of \$1,000, requires the approval of a majority of the Board of Directors.

6.4.4 Any expenditure not approved as a budgetary item must be approved by the majority of the Board prior to the expenditure being made.

6.4.5 The Directors or Administration 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 at a special meeting of the society call for that purpose for which at least one month's notice must be given in the manner provided for calling special meetings.

6.4.6 The funds of the society, however derived, shall not be expended for objects inconsistent with those authorized by the Agricultural Society Act.

Subject to the bylaws of the society, the directors are authorized to receive and expend grants and other funds of the society on behalf of the Society.

The directors are authorized to invest the funds of the society that are not immediately required only in accordance with the *Trustee Act*.

6.5 The Keeping and Inspection of the Books and Records of the Society.

6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board. The President will initial all minutes and financial reports after approval by resolution.

6.5.1.1 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee. A backup electronic copy of the minutes may also be kept.

6.5.1.2 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Agricultural Societies Act, or any other statute or laws.

6.5.2 Inspection of Books and Records

A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

6.5.2.1 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

6.5.2.2 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

6.5.2.3 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

6.6 Borrowing Powers

6.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

6.7. Payments

6.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval and should be budgeted for. (This would include baby-sitting costs to attend Board meetings, meals when a meeting extends over a regular meal time, but not alcohol). Any other reimbursements must be preapproved before the expenditure takes place.

6.8 Protection and Indemnity of Directors and Officers

6.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, wilful negligence, conflict of interest or bad faith.

6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraudulent, dishonest or in bad faith.

6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 7- Amending the Bylaws

7.1 These Bylaws may be rescinded, altered or added to by a Special Resolution as defined in Section 27(1,2,3) of the Agricultural Societies Act at any Annual General or Special Meeting of the Society.

7.2 The fourteen (14) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

7.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and going into effect when accepted and returned stamped by the Corporate Registry of Alberta.

Article 8 – Rules of Order

8.1 Robert's Rules of Order

In the event of a situation arising not covered by these Bylaws, parliamentary procedure shall apply, as regulated by Robert's Rules of Order.

In the event of situations arising not mentioned in the Bylaws, procedures shall apply, as regulated by the Board of Director's Manual, the Societies Act or by Canadian federal or local law.

Article 9 – Distributing Assets and Dissolving the Society

9.1. The Society does not pay any dividends or distribute its property among its Members.

9.2. In the event of a dissolution of the Society, the Director may appoint as liquidator one or more persons to adjust and settle the affairs of the society and for that purpose the persons so appointed have full power to sell and dispose of the assets of the society (ASA Sect. 42 -1), Any properties listed by title as belonging to the County of Rocky View, or such other party as the County of Rocky View will be utilized as the liquidator and assumes management and control of the organization's assets prior to any action .

Dates of Bylaw changes as received back from Corporate Registries:
