

Spruce View & District
Agricultural Society
Bylaws

Final

June 10, 2021

Spruce View & District Agricultural Society

Bylaws

I. Definitions:

In these bylaws,

- a) "Act" means the Agricultural Societies Act and Regulations of Alberta
- b) "Audit" means an examination and adjustment of accounts by an auditor
- c) "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
- d) "Society" means the Spruce View & District Agricultural Society
- e) "Board" means the board of directors of the Society
- f) "Bylaws" means the Bylaws of this Society as amended
- g) "Director" means the Director as defined in the Act
- h) "Executive Committee" means the President, Vice President, Secretary and Treasurer of the Society;
- i) "Special General Meeting" means any meeting of the Membership called outside of the Annual General Meeting.
- j) "Special Resolution" means a resolution passed by a majority of not less than 75% of the votes cast at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given
- 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) Develop activities to encourage and interest youth in the work of Agricultural Societies
- c) Support and cooperate with associations organized to improve farm production and to promote and encourage farm activities to enrich rural life;
- 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, within 150 days after the conclusion of each fiscal year of the Society, be held on a day and at an hour and place decided by 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. Reading minutes of the previous annual or general meeting;
 - d. Addresses and reports of officers;
 - e. Reports of committees;
 - f. Unfinished business;
 - g. New business;
 - h. Addresses and discussions;
 - i. Election of directors;
 - j. Adjournment
4. The directors shall present to the annual meeting the following reports and statements relating to the Society's financial year that has just ended:
 - a. A report of the directors' activities in that year;
 - b. A financial statement prepared in accordance with the regulations;
 - c. A report listing and giving a brief description of each activity carried out by the Society in that year;
 - d. A report on the implementation of the previous year's business plan;
 - e. The minutes of the previous annual general meeting, for the purpose of being adopted by the society;
 - f. For every committee of the society, a report of the committee respecting its activities during the past year.

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. The Board must call a special general meeting of the Society when requested to do so by at least ten (10) of the members
3. A request under subsection IV (2) must be in writing and state clearly the nature of the business to be transacted at the meeting
4. Where the Board receives a request in accordance with subsections IV(2) and IV(3),
 - 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, or any other ten (10) or more of the members, 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 public notice of the meeting
 - a. By regular mail or electronic mail to each member of the Society, at the members address last registered with 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 in a newspaper circulating throughout the Society's locality and/or an honorarium
 - c. Public notice must be provided for the Annual General Meeting
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 an annual general meeting, this would be considered a Special Resolution and the intent of the proposed change must be included in the notice of meeting with a minimum of 21 days' notice.
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. This is also considered a Special Resolution.

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, constitutes 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 a Special 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 nine (9) directors.
2. Any voting 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 three (3) 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 three (3) years.
6. Retiring directors are eligible for re-election. Directors may serve up to three (3) consecutive terms and must take one (1) year off before being eligible to run again 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. Is a member of the Executive Committee;
 - f. Ensures new Board members orientation is completed within 60 days of their being elected or appointed;
 - g. Carries out other duties assigned by the Board.
2. Vice-President
 - a. Presides at meetings in the President's absence. If the 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.

3. 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. Prepare the necessary documentation required for application for any grants that may be available to the Society and submit before deadlines;
- g. Is a member of the Executive Committee and;
- h. Carries out other duties assigned by the Board.

4. Secretary

- a. Attends all meetings of the Society, the Board and the Executive Committee;
- b. Keeps accurate minutes of these meetings;
- c. Notifies the membership and directors of meetings as required by the bylaws;
- d. Receive and respond to all correspondence as directed by the Board;
- e. Makes sure a record of names and addresses of all members of the Society is kept;
- f. On or before the 15th of February each year return to Alberta Agriculture and Forestry (AF), the annual return documentation required by the Act 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 signed by 2 directors; a signed copy of the financial statement approved by the membership and prepared by a designated accountant; a copy of the most recent annual general meeting minutes; a copy of the minutes of the 2nd most recent annual general meeting, as adopted at the most recent annual general meeting, signed by 2 directors of the society, evidence that society achieved quorum at the most recent annual general meeting and address of the registered office of the Society.
- g. Carries out other duties assigned by the Board.

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. Election process must be agreed upon by the Board and set in policy.
 - a. A chair or president, and;
 - b. A vice-chair or vice-president, and;
 - c. A treasurer

and any reference in these bylaws to the chair or vice-chair is to be read as also referring to a president or vice-president respectively.

2. The Board must hold an in person meeting not less than once every three (3) months and subject to subsection XI(1); the Board may hold other meetings on days and at places and times decided on by the Board. Additional meetings may take place by participation in person, telephone, video conference, or other suitable methods agreed upon by the board.
3. The secretary shall give each director at least one (1) week notice of all regular meetings of the directors.
4. The chair must call an emergency meeting of the Board on the written request of a majority of the directors or if the chair considers it to be necessary.
5. The secretary must give each director one (1) hours' notice of an emergency meeting,
 - a. Stating the time and place/method at which it is to be held, and;
 - b. Stating, in general terms, the nature of the business to be transacted at the meeting.
6. A meeting will be deemed emergency if there is an urgent matter that must be resolved before the next regular scheduled meeting. i.e.; safety issues, human resources, legal, emergency.
7. Notwithstanding this section, if all the directors are present an official meeting may take place, it is deemed to have been properly called whether or not the notice of the meeting has been given or properly given.

XII. Proceedings at Board meetings:

1. Five (5) directors, constitute a quorum for the transaction of business at a meeting of the Board.
2. The chair may vote on any question, but having done so, the chair does not have a casting vote in the event of a tie. All other directors have one vote unless there is a conflict of interest.
3. If there is not a majority in favour of a motion, the motion is lost.
4. 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.
5. Minutes must be taken at each meeting and approved as part of the following 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 by appointing another member of the Society to fill the position until the next AGM. The appointed director is eligible to run for the position at an open election by the membership to fill the vacant position to the end of the original director's term.
4. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership in accordance with Section XXIII.

XIV. Committees

1. Standing or ad hoc committees may be established or disestablished by the Board.
2. Each committee will have at least one director who will act as the liaison to the Board.
3. The Board shall establish in writing the operational guidelines (Terms of Reference) for each committee.
4. 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.
5. 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 operated 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 with the Trustee Act.
4. Cheques of the Society shall be signed by any two (2) of the following:
 - a. The President (or chair)
 - b. A Vice-President (or vice-chair)
 - c. The Treasurer
 - d. The General Manager/Executive Director/CEO/Committee Chair
5. e-transfers are permitted as long as any (2) of the above mentioned have authorized the transfer in written confirmation.
6. Signing Authorities are authorized to disperse funds up to but no greater than \$150,000 per transaction without Membership approval.

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 \$500,000 without the authorization of the members of the Society.

XVIII. Fiscal Year:

The fiscal year of the Society is the year beginning on June 1 and ending on the following May 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 Board of Directors.

XX. Financial Statements:

1. The financial statement referred to in Section III of the bylaws in accordance with the Act must be a review engagement report or audit report prepared by a professional accounting firm in accordance with Part 3 of the Chartered Professional Accountants Act.

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 of the Society.
3. Subject to subsection XXI(1), a corporation may be a member of the Society.
4. Where a corporation becomes a member of the Society, the corporation must, in accordance with subsection XXI(1), furnish the Society with a designation of a person who is to be the corporation's representative with the right to attend meetings of the Society, to vote, and to be an eligible director.
5. Payment of the membership fee entitles the person, firm or company paying it to the privileges of membership for the year of which the fee is paid.
6. A person under the age of 18 may become a non-voting member
7. 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.
8. The Board reviews and determines membership fees by motion of the Board.
9. At the time a Special Meeting of the society is called no memberships may be sold until the business of the Special Meeting is concluded.

XXII. Register of members:

1. The society shall keep a register of its members containing the names of the persons who applied to form the society and the name of every other person who is admitted as a member of the society, together with the following particulars of each person:
 - a. the full name and mailing address;
 - b. valid email address
 - c. the date on which the person is admitted as a member;
 - d. the date on which the person ceases to be a member;

- e. the class of membership of the person, if the society has classes of members.
2. The society shall, within a reasonable time of receiving a request for it from a member of the society, provide to the member a copy of the register, the annual list of members or an excerpt from either or both of them.
3. The society may disclose the register or an annual list of members or an excerpt of either or both of them to a member of the society only if the information contained in the register, list or excerpt is to be used by the member for matters relating to the affairs of the society.
4. A member of the society may use personal information about another member of the society that is contained in the register, list or excerpt for any matter not referred to in subsection (3) if that other member gives consent to that use.
5. Any Changes to Board members between AGM must be provide to Alberta Agriculture and Forestry within 30 days of the change.

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 twelve (12) 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 filed to do anything judged to be harmful to the Society.
 - e. Violation of the Societies Code of Conduct.
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.
10. Board members whose membership has been suspended will no longer sit on the Board and will not be eligible for election or appointment to the board until the AGM following the end of suspension.

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 Special Resolution, at a special general meeting called for that purpose, expel any member for any cause which is deemed sufficient and in the best interests of the Society. The decision of the membership 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 and Special Resolution 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 Forestry (AF) for their approval and acceptance.
3. New or amended bylaws are not valid until approved by the Board of Directors.
4. 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 dissolution of the Society can only take place through Special Resolution.
2. On the dissolution of a 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.
3. The property of the society and the proceeds of its sale must be applied;

- a. first in paying the expenses incurred in liquidating its affairs, including any remuneration of the persons appointed for that purpose as may be fixed by the Director, and
 - b. second in discharging the liabilities of the society to its creditors in full unless the property and proceeds of sale after paying the expenses incurred in liquidating the affairs of the society are not sufficient to discharge its liabilities in full, in which case the funds available shall be distributed among the creditors of the society on a prorated basis in accordance with the respective admitted claims of the creditors.
4. If the amount realized on the sale and disposal of the assets of the society is not sufficient to pay the costs of liquidation incurred by the liquidator in liquidating the affairs of the society, the Government shall pay to the liquidator those costs of liquidation that were not met by the amount realized on the sale and disposal of those assets.
5. The liquidator shall make a report to the Director as soon as the expenses of the liquidator and the liabilities of the society have been paid and satisfied either fully or on a prorated basis as provided in subsection (3) and at such other times as the Director may require.
6. If there is a surplus either in property or money after paying the expenses of liquidation and all the liabilities of the society, the liquidator shall at the time and place, and on the notice and in the manner that the Director directs, call a meeting of all persons who were members of the society immediately before its dissolution, and the meeting, by resolution, may authorize the liquidator to dispose by way of gift of all or any of the surplus to an association or body engaged in community service in the locality in which the society operated.
7. A surplus that remains in the hands of the liquidator after making a disposition authorized by a resolution passed under subsection (6),
 - a. if it is in money, shall be paid into and form part of the General Revenue Fund, or
 - b. if it is not in money, vests in the Crown in right of Alberta.

XXIX. Code of conduct

1. The society shall establish a code of conduct for its members, officers, directors and employees.
2. The code of conduct must include provisions respecting conflicts of interest.
3. Every member, officer, director and employee of a 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.
5. See appendix 1 and 2

XXX. 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.

Appendix 1

Members Code of Conduct

We, the Members of the **Spruce View & District Agricultural Society** accept our individual and collective duty to participate unselfishly.

We commit to:

Serve the Agricultural Society by making decisions that best suit the interests of the Agricultural Society and the community it serves.

Prepare and participate in order to add value to the organization at all general meetings and functions.

Honour each other during and outside of meetings, appreciating the value and diversity that each other's experience and perspective bring to our organization.

Speak positively of the Agricultural Society so that our Board, staff, and the public receive a clear, consistent, honest message that honours our organization.

Respect of any information learned during our participation as members.

Avoids conflict of interest by informing the Board whenever there is perceived conflict and abstaining from motions, discussions or decision-making.

Uphold commitments by understanding the Agricultural Societies bylaws, being informed and supporting the plans set by the Board, ensuring the objectives of the Agricultural Society are being accomplished.

Seek excellence by investing in personal and organizational development and growth.

Appendix 2

Board and Staff Code of Conduct

1. The Spruce View & District Agricultural Society expects their Directors and Employees to conduct themselves in an ethical and businesslike manner and to display decorum in group and individual behaviour.
2. Directors and staff should be committed to the mission & vision statement, the philosophy of the society, know the appropriate policies and be willing to support them externally.
3. Board Members must not exert any individual authority over the Society except as stated in the Ag Society's policies.
 - a. Individual Board Members do not have any authority to speak for the Society when they interact with staff, the public, the media and other entities unless granted this authority by the whole Board.
 - b. Board Members must not make any judgements of staff performance except if the performance is officially assessed against the Society policies.
4. Directors and staff are required to disclose any potential conflict of interest to the Board & refrain from participating in motion, discussion, or decisions with respect to those matters.
5. Directors are expected to attend Board meetings and those who are absent from consecutive three (3) meetings in a year will have their circumstances reviewed by the Executive Committee.
6. Immediate family members cannot work in a permanent full time or part time paid position for the Society unless Board approval is granted.
7. Directors must treat as confidential any information obtained as a Director about the society, including members, employees and volunteers.
8. Director and staff deal with outside entities or individuals, with clients and staff, and with each other using fair play, ethics and straightforward communication.
9. Directors and staff will not accept tips, gratuities or rewards from any sponsor or contributor. Directors and staff must not participate in draws or ticket sales.

Signature of Officer, Director or Employee

Date