



Didsbury Agricultural Society

Annual General Meeting

Revised Bylaws

January 12, 2016

Dear Didsbury Agricultural Society Members,

Welcome to the 2016 Annual General Meeting. At this meeting the membership needs to review the new bylaws brought forth by the Directors of the Ag Society.

This is necessary because the bylaws were last reviewed in 2001 however the most recent bylaws the Alberta Association of Agricultural Societies and the Government of Alberta have on file are from 1996. The bylaws on file from 1996 are not our working bylaws and many things have changed within the Society. Therefore this is a critical matter that needs our attention tonight.

Sincerely,

Crystal Anderson

Didsbury Agricultural Society

Office Manager/Events Coordinator

I. Definitions:

In these bylaws,

1. "Act" means the Agricultural Societies Act of Alberta;
2. "Audit" means an examination and adjustment of accounts by an auditor;
3. "Auditor" means an individual who meets the requirements for preparation of the financial statements as per the regulation and is not a director of the Society;
4. "Society" shall mean "THE DIDSBURY AGRICULTURAL SOCIETY";
5. "Board" shall mean the Board of Directors of "THE DIDSBURY AGRICULTURAL SOCIETY";
6. "Bylaws" means the bylaws of "THE DIDSBURY AGRICULTURAL SOCIETY";
7. "Executive Committee" means the Past President, President, Vice Presidents, and Treasurer of the Society;
8. "Officers" shall mean the elected officials of "THE DIDSBURY AGRICULTURAL SOCIETY";
9. "Department" shall mean the Department of Agriculture, Province of Alberta;
10. "Minister" shall mean the Minister of Agriculture, Province of Alberta.
11. "Extraordinary resolution" means a resolution passed by the majority of not less than 2/3 of the votes cast at a general meeting of which not less than 14 days written notice specifying the intention to propose the resolution as an extraordinary resolution has been given;
12. "Immediate family member" means related members of a family living in the same residence;
13. "Real property" means land, buildings on land, fences and fixtures. Fixtures include shelves that are drilled into the walls.

II. Objectives:

1. The objection of the Society is to encourage improvement in agriculture, and the quality of life of persons living in an agricultural community by developing programs, services and facilities based on needs in the agricultural community by:
2. Developing 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;
3. Encouraging improvement in agriculture, horticulture, homemaking and the quality of life in the agricultural community;
4. Hosting an annual fair at which prizes will be awarded in agricultural, and horticultural events;
5. Providing an opportunity for local producers to display and market products by sponsoring a Farmers' Market;
6. Aiding other local charitable and agricultural organizations for agriculturally related events;
7. Aiding youth organizations such as the 4-H clubs by sponsoring delegates to courses or to camps or seminars, which are agriculturally related;
8. Encouraging the awareness of changes in the agriculture and the agricultural community by holding or sponsoring courses, displays or meetings on agriculturally related subjects;
9. Selling, managing, leasing, mortgaging, disposing of or otherwise dealing with property of the society within the limits of The Agricultural Societies Act.

III. Annual General Meetings:

1. Annual meeting of the Society must be held on a day and at an hour and place decided by the Board within 120 days after the conclusion of each fiscal year of the Society (before January 14th).
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 meeting 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 discussion
 - 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 directors' activities in that year;
 - b. A list of members of the Society at the end of that year along with their addresses;
 - c. A financial statement prepared in accordance with the regulations;
 - d. A report listing and giving a brief description of each activity carried out by the Society in that year including the number who participated and the names of the persons who officiated.
5. At the annual meeting of the Society, the membership is to elect officers from its own directors.
 - a. A President, and;
 - b. A First Vice President, and;
 - c. A Second Vice President, and;
 - d. A Treasurer

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

IV. Special General Meeting:

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. A special general meeting must be called before selling, mortgaging, leasing for over one year or otherwise disposing of any real property.
3. The board must call a special general meeting of the Society when requested to do so by at least 25% of the members.
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 subsection IV. 2. and IV. 3.,
 - a. If the Board does not issue a call for the meeting within 14 day from the day of receiving the request, or;
 - b. If the meeting called is not held within 60days form the day of the Board receiving the request,

The members making the request, or any other 25% or more of the members, may call a meeting of the Society.

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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 to each member of the society, at the members email 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 in the newspaper circulating throughout the Society's locality.
2. If the addition or repeal of or amendment to any provisions of the Bylaws of the Society or its memorandum of the Society is to be proposed at the meeting, the intent of the proposed changes must be included in the notice of meeting.
3. Notwithstanding section IV. 1., the directors shall provide a minimum of 30 days notice if the meeting is called for the purpose of selling, purchasing, mortgaging, leasing for over one year or 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, 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 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 the Society must consist of a minimum 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 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 at which these directors were elected.
5. Subject to subsection VIII. 4., the term of office of a director is 3 years.
6. Retiring directors are eligible for re-election.

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 out 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 meeting of the Society, Board, and the Executive Committee;
 - c. Is an ex-officio member of all committees;
 - d. Provides leadership to the Society that will result in the achievement of the objects of the Society;
 - e. Delegates tasks and responsibilities to other board members so they take an active part in the affairs of the Society;
 - f. Acts as the spokesperson for the Society and represents the Society in the Community;
 - g. Is a member of the executive committee;
 - h. Ensures new Board members orientation is completed within 60 days of their being elected or appointed;
 - i. Carries out other duties assigned by the Board.
2. Vice-President(s):
 - a. Presides at meetings in the President's absence. If the 1st Vice-President is absent, the 2nd Vice Present chairs 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 necessary documentation required for application for general, operational or capital grants that may be available to the Society;
- g. Is a member of the Executive Committee and;
- h. Carries out other duties assigned by the Board.

4. Secretary

- a. Attended all meeting 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 January each year return to the Alberta Agriculture and Rural Development (ARD), the annual return documentation requires 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.
- g. Circulate information of the interest of the general membership;
- h. Carries out other duties assigned by the Board.

5. Past President

- a. Attends all meetings of the Society, the Board and the Executive Committee;
- b. Supports the current Chairperson;
- c. Assists with Board recruitment and orientation to the the Board;
- d. Assists with Board training;
- e. May chair special events;
- f. Provided historical continuity about the Boards activities;
- g. Chairs the nominating committee.

XI. Meeting of the Board:

1. Directors meetings shall be held on the first Wednesday of every month at 7:30pm with the location to be determined by the President.
2. The first directors meeting held after the annual meeting shall include an orientation for new directors to be conducted by the Past President and/or out going Directors.
3. At each meeting at which a President is elected, the Board must appoint a secretary.
4. The secretary may, but need not, be a director or member.
5. 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 time decided on by the Board.
6. The secretary shall give each director at least one week notice of all regular meetings of the directors.
7. 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.
8. 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.
9. Notwithstanding this section, if all 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.

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 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. 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 vacant 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. 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 operate within the limited authority granted.

XV. Execution of certain documents:

1. 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.
2. All documents required to be executed by or on behalf of the Society, shall be authorized by resolution of the directors, as are designated in the authorizing resolution, and those documents shall not be binding upon the Society unless properly executed on behalf of the Society as aforesaid.

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
 - b. The 1st Vice President
 - c. The Treasurer

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 \$5,000 without the authorization of the members of the Society at an annual meeting or special general meeting called for this purpose.

XVIII. Fiscal Year:

The fiscal year of the Society is the year beginning November 1st and ending the following October 31st.

XIX. Auditor:

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

XIX. Membership:

1. A person may become a member of the Society if that person pays the membership fee of \$10.00 and \$25.00 per family and is interested in the objectives of the Society.
2. The membership fee must be paid on or before the Annual Meeting and shall be valid until the next annual meeting. Exceptions will be made for memberships, which are awarded as prizes at an event sponsored by the Society, in which case the membership will be valid for one year from date issued.
3. 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.
4. Subject to subsection XXI. 1., a corporation may be a member of the Society.
5. Where a corporation may be 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 a director.
6. 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 including voting privileges.

1. A person under the age of 18 may become a non-voting member.
2. 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.
9. The Board reviews and determines membership fees by motion of the Board.

XXII. Suspension of Membership:

1. The Board, at a special meeting of the Board called for that purpose, may suspend a members 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 members 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.
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 on the records of the Society. The notice may also be delivered by an officer of the Board.
4. The notice will state the reason 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.

XXIII. 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 interest 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.

XXIV. 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 of \$2,000,000 inclusive per occurrence (insuring against personal injury and property damage; including loss of use of property). (is this in the Act and/or our actions)
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 officers liability insurance.
5. No member is, in their individual capacity, liable for any debt or liability of the Society.

XXV. 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 special meeting called for that purpose.

XXVI. 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.

XVII. 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.

XXVIII. 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.

XXIX. Policies:

1. The Society may send a delegate(s) to the AAAS convention annually, providing that a member can be found who will go.
2. The Society may sponsor a \$500.00 award for one youth to further his/her education in some field of agriculture, at an institution of their choice. Each applicant may only receive the award 2 years. The Society may sponsor \$1000.00 scholarships to a member or member's children to attend any institution providing secondary education. Preference will be given to agriculture related education. Each applicant may only receive the award 2 years.
3. No money may be spent from any Society account without prior approval by the Directors. The amount shall be set at an Executive Special, Annual or General Meeting.

XXX. Policy on Conflict of Interest:

1. A conflict of interest exists when:
 - a. Volunteers, members or employees have a private or personal interest sufficient to influence or to appear to influence the objective exercise of their official duties;
 - b. The private interests of volunteers, members or employees are "at variance" or "in conflict" with their official duties and responsibilities to government;
 - c. Volunteers, members or employees gain or appear to gain an advantage (for self or others) by virtue of their public service role.

XXXI. Policy on Quotations and Tenders:

1. **GENERAL:** It is the policy of the Society to acquire needed goods and services in such a manner as to obtain maximum value for each dollar disbursed, subject to the terms and conditions set by donors, grantors, and government agencies. The Society is committed to a fair and open competitive bid policy. This objective will be achieved by the use of informal, formal and sealed bids obtained by those individuals authorized to enter into contracts, agreements and purchase orders that bind the Society to the terms thereof for goods and services. Data from oral quotations and copies of written quotations and tenders received will be recorded on, or attached to, the original request, requisition or document.
2. **AWARD OF PURCHASE ORDERS:** Business will be placed with those firms offering the best price consistent with specifications and required quality, delivery and service.
3. **RESPONSIBILITY:** The application and interpretation of this policy is the responsibility of the Board of Directors of the Society. The necessary controls and procedures to ensure that expenditures for goods and services are handled in a publicly accountable manner, according to principles of sound business practice, shall be established by the Board of Directors and applied through the individuals charged with such authority as detailed by signing authority procedures (hereinafter referred to as the “authorized agent”).
4. **REQUIREMENTS:** The acquisition of goods/services that are charged to any operating, ancillary, trust, or capital account is subject to the following requirements for quotations and tendering, providing the following is not in contravention of any terms and conditions made by donors, grantors and government agencies:
 - a. Acquisition of goods and services with an estimated total cost (e.g. Including GST, duty, brokerage, transportation, special handling, exchange, etc.) of less than \$2,500.00 per transaction require a minimum of one oral or written quotation, providing the authorized agent is familiar with the market and prices of the goods/services in question.
 - b. Acquisition of goods/services with an estimated total cost of \$2,500.00 to \$5,000.00 per transaction, or should the authorized agent be unfamiliar with the market or prices of the goods/services in question, require a minimum of two written quotations
 - c. Acquisition of goods/services with an estimated total cost of \$5,000.00 to \$25,000.00 per transaction require a minimum of three written quotations
 - d. Acquisition of goods/services with an estimated total cost in excess of \$25,000.00 require a minimum of three public or invited tenders
5. **EXCEPTIONS TO QUOTATIONS/TENDERING REQUIREMENTS:** The Society may, from time to time, identify a need to acquire goods or services for which the exact nature or specifications have not been determined. Examples include, but are not limited to, consulting services (e.g. architectural and engineering); professional services (e.g. auditors, investment counselors, lawyers, actuaries); banking services and regulated utilities. In such cases, the authorized agent may choose to request proposals from one or more parties and choose the best overall value to the Society.

In the event that particular goods/services are available from only one supplier, the requirements of this Quotation and Tenders Policy are waived. The authorized agent will keep on file documentation in support of waivers made on this basis, and will also keep a record of the negotiations to secure the best value for the Society.

Acknowledgement of Bylaws

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

Signed before the people at this meeting at the Didsbury Excalibur Building in the Province of Alberta this twelfth day of January, 2016

President: _____

PRINT NAME

SIGNATURE

1st Vice-President: _____

PRINT NAME

SIGNATURE

2nd Vice-President: _____

PRINT NAME

SIGNATURE

Director: _____

PRINT NAME

SIGNATURE