

# Bylaws of the "Ashmont and District Agricultural Society"

Amended: December 20, 2022

## Article 1 - Preamble

### 1.1 THE SOCIETY

The name of the society is "ASHMONT and DISTRICT AGRICULTURAL SOCIETY"

## Article 2 – Definitions and Objects

### 2.1 DEFINITIONS:

- 2.1.1 Society shall mean "ASHMONT and DISTRICT AGRICULTURAL SOCIETY".
- 2.1.2 The Board shall mean the Board of Directors of the "ASHMONT and DISTRICT AGRICULTURAL SOCIETY".
- 2.1.3 Officers shall mean the elected officials of the "ASHMONT and DISTRICT AGRICULTURAL SOCIETY".
- 2.1.4 The Department shall mean the Department of Agriculture, **Forestry and Rural Economic Development**, Province of Alberta.
- 2.1.5 Minister shall mean the Minister of **Agriculture and Irrigation**.
- 2.1.6 Agricultural Societies Act mean RSA 2000, Chapter A-11 as amended, or any statute substituted for it.
- 2.1.7 AGM shall mean annual general meeting.
- 2.1.8 Director shall mean the person elected or appointed as a Director on the Board of Directors of the Ashmont and District Agricultural Society.

## **2.2 OBJECTS:**

**2.2.1** The object of the Society shall be 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.

**2.2.2** To sponsor meetings and short courses on agriculture and homemaking subjects.

**2.2.3** To sponsor an exhibition at which prizes will be awarded for excellence in agricultural, horticultural, and homemaking skills.

**2.2.4** To assist in the development of leadership in our community through sponsoring and encouraging 4-H and any other youth clubs, and by sponsoring leadership development workshops

**2.2.5** To provide an opportunity for local producers to display and market products through a trade show.

**2.2.6** To improve the quality of life in our community by sponsoring or supporting cultural events.

**2.2.7** To be aware of the changing needs of the people in our community and to adjust our programs to accommodate change and encourage other community resources to do the same.

**2.2.8** To develop activities and programs designed to encourage young people interested in pursuing careers in Agriculture.

**2.2.9** To stimulate awareness in the urban community at large of the importance of Agriculture and Agriculture concerns.

**2.2.10** To support and cooperate with the other community groups involved in programs for the betterment of the community.

**2.2.11** To sell, manage, lease, mortgage, construct, improve, dispose of or otherwise deal with Real and Chattel property of the Society within the limits of the Agricultural Societies Act.

## **Article 3 – Membership and Membership Fees**

### **3.1 MEMBERSHIP:**

**3.1.1 Any person may become a member who**

*Is interested in the objects of the Society*

*Is 18 years of age or older and is a resident of the Province of Alberta.*

**3.1.2 A lifetime member is a person who wishes to continue their membership over a period of time greater than one year, and pays the lifetime fee as set out in the Bylaws at that time.**

**3.1.3 An annual member is a person who wishes to be a member over a period of time not greater than one year, and pays the annual fee as set out in the Bylaws at that time.**

**3.1.4 All members have the right to attend the Annual General Meeting and Special Meetings. Members will have the right to vote in elections of the Board of Directors at the AGM.**

### **3.2 MEMBERSHIP FEE:**

**3.2.1 A lifetime membership fee in the Society shall be \$50.00**

**3.2.2 An annual membership fee in the Society shall be \$5.00**

**3.2.3 Sale of new memberships can be purchased at any time. Sale of new memberships will be suspended during an AGM or special meeting. Registration of members shall include full name, mailing address, date admitted, date ceased, and class of membership.**

**3.2.4 Payment of the membership fee entitles the person to the privileges and responsibilities of membership as set out by the Board of Directors.**

**3.2.5 The Board of Directors has the right to decline, suspend or terminate an individual's membership for any cause deemed reasonable; as indicated below:**

- a) Inactivity (cease to take an interest in the objects of the Society)**
- b) Abusive and/or unsafe behavior to members and/or non-members at an Ag Society event**
- c) Destruction, damage, theft of Ag Society property**

**3.2.6 Suspension of Membership:**

- 1. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership not more than three (3) months, for one or more of the following reasons:**
  - a. if the member has failed to abide by the bylaws;**
  - b. if the member has been disloyal to the Society;**
  - c. if the member has disrupted meetings or functions of the Society; or**
  - d. if the member has done or 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.**

### **3.2.7 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 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.**

### **3.3 REGISTER OF MEMBERS:**

- 3.3.1 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) The date on which the person is admitted as a member**
  - c) The date on which the person ceases to be a member**
  - d) The class of membership of the person****
- 3.3.2 The Society shall provide a copy of the register and/or a copy of the annual list of members upon request of a member.**
- 3.3.3 The register of members list is to be used by a member for matters relating to the affairs of the Society only.**

## **Article 4 – Governing the Board of Directors and Officers**

### **4.1 BOARD OF DIRECTORS:**

**4.1.1** The Board of Directors of the Society shall be elected at the AGM of the Society and shall be comprised of 12 Members (4 Executive and 8 Directors).

**4.1.2** A Director who does not fulfill their duties or compromises any business or affairs of the Ashmont Agricultural Society can be recalled by the board by 2/3 directorship vote.

### **4.2 EXECUTIVE OF THE SOCIETY:**

**4.2.1** An Executive Committee (4) of the Society shall be elected at the AGM of the Society and shall consist of a President, Vice President, Secretary and Treasurer.

### **4.3 TERM OF OFFICE:**

- 4.3.1 Term of office for the Executive (4) and Directors (8) will be three years from the date of the annual general meeting at which they were elected.
- 4.3.2 At each annual general meeting, voting members elect (4) directors; each serving a term that ends at the close of the third annual general meeting following the annual general meeting at which these directors were elected.
- 4.3.3 Additional board members may be elected at the annual general meeting to complete the unexpired term of a vacancy on the board.
- 4.3.4 Any Director missing 4 consecutive board meetings without adequate reason will be considered to have resigned his / her position on the Board of Directors or Executive Committee.
- 4.3.5 Directors shall only serve a maximum of 4 consecutive terms, and must take 1 year off prior to running for re-election as a Director.
- 4.3.6 In the event of a vacancy of a Director or Executive member in between AGM, the Board of Directors may appoint a person who is a member of the Society to fill the vacancy until the next annual general meeting.
- 4.3.7 The Office of a Director or Officer is to be declared vacant whenever he or she:
  - a) Ceases to be a member of the Society
  - b) Dies, or
  - c) Submits a letter of resignation to the Board
- 4.3.8 To be nominated for President, that person must be a Director and have served for a minimum of 1 term (3 years).

### **4.4 DUTIES OF DIRECTORS:**

- 4.4.1 The affairs of the Society shall be administered by the Board as directed at an annual meeting or general meeting by the membership or as required under the bylaws of the Society or by the Agricultural Societies Act.
- 4.4.2 Receive a financial report from the Treasurer and approve payment of outstanding accounts.
- 4.4.3 The board will appoint those standing committees required to meet the objects of the Society or special committees to examine or take action as the Board may require and provide the committee with the necessary detailed direction as to its responsibility.
- 4.4.4 The Board will assure that all the necessary records whether of a financial or program nature, are kept to be able to inform the membership the activities of the Society.
- 4.4.5 Directors and Executive officers shall serve on a voluntary basis without remuneration by the Society. Eligible Board expenses include but are not limited to mileage, meals, lodging, parking, and any other out of pocket expenses, while engaging in the Society's business.

**4.4.6 Expenses shall be paid according to receipts, and government rates for mileage.**

#### **4.5 ANNUAL GENERAL MEETINGS:**

**4.5.1 The Society shall hold an annual meeting on or before the third Tuesday in December in each year. The time and place may be determined by the Directors.**

**4.5.2 Notice of the Annual Meeting shall be put in the local journal for two weeks prior to the meeting. This will give the date, time and place of the meeting, and any other information as the Directors may decide.**

**4.5.3 The Order of Business for the Annual meeting shall be as follows:**

*A) Call to Order*

*B) Determination of Quorum*

*C) Approval of the minutes of the previous AGM*

*D) Presidents Report*

*E) Financial Report to include Review Engagement Financial Statement*

*F) Report on Previous Year's Business Plan*

*G) Committee Reports*

*H) Business Arising*

*I) New Business*

*J) Election of Officers*

*K) Adjournment*

**4.5.4 Meetings of the Society other than the AGM may be held at any time that the Directors may determine.**

#### **4.6 SPECIAL MEETINGS:**

**4.6.1 Special meetings must be called by the Directors to receive authorization from the membership before buying, selling, mortgaging, leasing, for over a year, or otherwise disposing of any real property owned by the Society.**

**4.6.2 One month's written notice will be mailed to each member giving full information on the purpose of the meeting as well as the date, time and place of the meeting.**

**4.6.3 The Board must call a special general meeting of the Society when requested to do so by at least ten (10) of the members.**

**4.6.4 A request under subsection 4.6.3 must be in writing and state clearly the nature of the business to be transacted at the meeting.**



4.6.5 Where the Board receives a request in accordance with subsections 4.6.3 and 4.6.4,

a) If the Board does not issue a call for the meeting within **fourteen (14)** days from the day of receiving the request or;

b) If the meeting called is not held within sixty (60) days from the day of the Board receiving the request

c) The members making the request, or any other **ten (10)** or more of the members, may call a meeting of the Society.

#### **4.7 MEETINGS OF THE BOARD:**

4.7.1 A Directors' special meeting shall be held only upon written (text or email) or phone called notice to each officer by the Secretary at least ten days prior to the meeting.

4.7.2 A regular meeting of the Board of Directors shall be held every third Tuesday of each month at 7:30pm.

4.7.3 The first meeting held by the Board of Directors following the AGM shall include an orientation for new Directors, to be conducted by the past President and/or outgoing Directors.

4.7.4 Emergency meetings can be called with no less than twenty four (24) hours' notice to the executive via phone call, called by any member of the executive. Emergency situations may include those that deal with legal, land and labor.

#### **4.8 PROCEEDINGS AT BOARD MEETINGS:**

4.8.1 The President cannot make motions or vote on any question.

4.8.2 The President has a casting vote in the event of a tie.

4.8.3 If there is not a majority in favor of the motion, the motion is lost.

4.8.4 A Director may participate in a meeting in person, by telephone voice confirmation or video conference. A Director may make motions or vote on any question.

4.8.5 All Directors of the Board have the right to vote on all matters being considered.

4.8.6 Minutes of each Board meeting are to be prepared and presented at the next regular meeting of the Board for review and adopting of the minutes as presented. Minutes are to be kept on record by Senior Staff.

## **4.9 COMMITTEES:**

**4.9.1 There will be the following standing committees:**

*Grants, Building, Youth Development, Nevada, Bingo and Casino, Agricultural Development, Membership, Public Relations, and Special Events*

**4.9.2 Committees will be authorized by the Board of Directors.**

**Each committee will be organized by a Director and he/she will be a member of the committee.**

**With the exception of one Director, the balance of the committee may be recruited by the membership.**

**The committee will receive from the Board of Directors a detailed outline of what they are expected to do, time limits for completing the task, directions for when and how they are to report to the board, directions as to a budget.**

**The committee will set up the necessary organization to carry out the task as identified by the Board to report back to the Board.**

**The committee will have the power to develop sub-committees to complete the task.**

**4.9.3 With the exception of Standing Committees, all other committees will cease upon completion of the event or task.**

## **4.10 QUORUM:**

**4.10.1 Quorum at an AGM or General Members meeting shall be ten members.**

**4.10.2 Quorum at a Directors' meeting shall consist of five directors.**

#### **4.11 VOTING BYLAW:**

**4.11.1** At any *General Meeting* or *Special Meeting* of the Society, a majority vote of the members' casting votes may decide all questions except when a larger majority is required under these Bylaws or by the Act.

**4.11.2** Each member in attendance at the Special Meeting is allowed one vote on any question.

**4.11.3** No member may vote by proxy, Members must be present to vote.

**4.11.4** The Board will determine the acceptable form of voting.

#### **4.12 DUTIES OF THE PRESIDENT:**

**4.12.1** Preside at all meetings of the Society.

**4.12.2** Provide leadership to the Society that will result in the achievement of the objects of the Society.

**4.12.3** Exercise general supervision and direction over the business of the Society.

**4.12.4** Delegate tasks and responsibilities to other board members so they may take an active part in the affairs of the Society.

**4.12.5** Provide for orientation of new board members immediately after the election.

**4.12.6** Initiate appropriate workshops or other in-service training for board members and the total membership that will improve the functioning of the Society.

**4.12.7** Represent the Society in the Community and with other community organizations.

### **4.13 DUTIES OF THE VICE-PRESIDENT:**

- 4.13.1 Act in the absence of the President.**
- 4.13.2 Perform such duties as may be directed by the President of the Board.**

### **4.14 DUTIES OF THE SECRETARY:**

- 4.14.1 Record minutes of all meetings of the Society.**
- 4.14.2 Send notices of all meetings as required by the bylaws.**
- 4.14.3 Receive and respond to all the correspondence as directed by the board.**
- 4.14.4 Perform such other duties as may be directed by the Board of Directors.**
- 4.14.5 Circulate information of interest to the general membership.**

### **4.15 DUTIES OF THE TREASURER:**

- 4.15.1 Maintain financial records as are required by the Directors of the Society.**
- 4.15.2 Prepare the financial records for audit and present the audited statement at the annual meeting.**
- 4.15.3 Provide the annual financial statements as required by the Department of Agriculture for submission by the 15<sup>th</sup> day of February of each year.**
- 4.15.4 On or before the 15<sup>th</sup> day of February of each year, return to the Department of Agriculture a list of officers elected at the annual meeting, a report of the yearly activities and any other paperwork required for the annual return.**
- 4.15.5 Receive and deposit all funds of the Society in the bank designated by the Board of Directors.**

**4.15.6 Submit all bills for approval of payment to the Board of Directors.**

**4.15.7 Prepare cheques for payment of accounts for signature or process payment of invoices via online banking.**

**4.15.8 Be present at the annual meeting with the director or membership committee to receive any membership fees.**

**4.15.9 Assist the directors of the grant committee in the preparation of the necessary documents required for the application for general, operating or capital grants that may be available to the Society.**

**4.15.10 Perform such other duties as may be required by the Directors.**

## **Article 5 – Financing Bylaws**

### **5.1 SOCIETY FUNDS:**

- 5.1.1 The funds of the Society, however derived, shall not be expended for any objects inconsistent with these of the Society or authorized by The Agricultural Societies Act.**
- 5.1.2 The funds shall be deposited to the credit of the Society in a chartered bank or other similar institution as directed by the Board of Directors.**
- 5.1.3 Cheques of the Society shall be signed by any two of the following: the President, Vice-President or the Secretary or Treasurer.**
- 5.1.4 Any amount up to and including \$10,000 can be signed by any two of the following: the President, Vice-President or the Secretary or Treasurer.**
- 5.1.5 Any amount over \$10,000 must be signed by the President and Treasurer.**

### **5.2 BORROWING BY THE SOCIETY:**

- 5.2.1 For the purpose of carrying out its objectives, the Society may borrow, raise or secure funding in such a manner as it deems necessary, subject to the guidelines in the Societies Act of Alberta.**
- 5.2.2 The Board of the Directors may not borrow for operating purposes more than \$10,000.00 without the authorization of the general membership as directed at an annual meeting or special general meeting called for this purpose.**

## **Article 6 – Reports and Statements**

### **6.1 EXECUTION OF DOCUMENTS:**

**6.1.1** All documents required to be executed by or on behalf of the Society shall be authorized by resolution of the Directors, and shall be executed by officers, or other persons, 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.

### **6.2 ANNUAL AUDIT AND FISCAL YEAR:**

**6.2.1** A review engagement report or audit report must be prepared each fiscal year by a professional accounting firm.

**6.2.2** The fiscal year of the Society shall be a twelve month period commencing on the 1<sup>st</sup> day of October each year.

### **6.3 ANNUAL RETURN:**

**6.3.1** The Treasurer will by the 15<sup>th</sup> of February of each year, file an annual return to the Agriculture and Forestry Director.

**6.3.2** The return must include:

- a) An activities report in a form approved by the Director, signed by 2 directors of the Society.
- b) The address of the registered office of the Society
- c) The full name, address and title of each officer and director of the Society
- d) Financial statements prepared in accordance with the regulations
- e) Most recent AGM minutes
- f) 2<sup>nd</sup> most recent AGM minutes adopted at most recent AGM
- g) Evidence of a Quorum at the most recent AGM

**6.3.3** Notwithstanding anything in this section, where there is a change in the membership of the officers or directors of the Society or in the name or address of an officer or director of the Society, the Society shall, within 30 days from the day that the change occurs, give notice to the Director in a form acceptable to the Director setting out the change.

**Article 7 – Special Resolution** Section 1(d) of Act is required to make or amend bylaws outside of an AGM (section 27), Amalgamate with another society (section 27.1), Real Estate (section 28) and Dissolution (section 39(1)).

## **7.1 BYLAWS:**

- 7.1.1** At an 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.
- 7.1.2** Any purpose change in bylaws shall be given to the Secretary at least 30 days before an annual meeting or special meeting and a copy of proposed change in bylaws shall be mailed to all members with the notice of the meeting.
- 7.1.3** A signed copy of the approved amended bylaws will be sent to the Agricultural Society Program, Alberta Agriculture and Forestry (AF) for approval and acceptance.
- 7.1.4** New or amended bylaws are not valid until approved by the Director.
- 7.1.5** 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.
- 7.1.6** Subject to the bylaws of the Society, the Directors may act for and on behalf of the Society and all grants and other funds of the Society shall be received and expended under their direction.

## **7.2 DISSOLUTION:**

- 7.2.1** When the Director is satisfied that the society is no longer in operation, the regulations in the Agricultural Societies Act of Alberta 2000, in sections 39, 40, 41 will apply.
- 7.2.2** When the Society chooses to dissolve on reasonable grounds, the COUNTY OF ST. PAUL No. 19 shall become the owner of the property of the Society and operate and control the property, services, and programs as conditions permit.



- 7.2.3** If the Society dissolves, all of the gaming accounts held are to be disbursed to eligible charitable or religious groups or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group can be approved by the board.

## **Article 8 – Code of Conduct**

### **8.1 CODE OF CONDUCT:**

- 8.1.1** The Board of Directors of the Society shall establish a code of conduct for members, officers, directors and employees.
- 8.1.2** The Code of Conduct must include provisions respecting conflicts of interest.
- 8.1.3** Every member, officer, director and employee of the Society shall comply with the Code of Conduct.
- 8.1.4** Every officer, director and employee must read and sign a copy of the Code of Conduct.
- 8.1.5** The Code of Conduct may be amended or changed as needed. All changes must be acknowledged and signed by every officer, director and employee.

**ALL OTHER MATTERS:**

In the event that these bylaws do not adequately cover any situation or item of concern to the Executive, Directors or members, reference shall be made to The Agricultural Societies Act which shall be the supreme authority whereby the actions and activities of the Society are managed and controlled.

**ACKNOWLEDGEMENT OF BYLAWS AND REGULATIONS**

These bylaws and regulations were acknowledged before an Annual General Meeting consisting of members of the Ashmont and District Agricultural Society.

Signed before the people at this Annual General Meeting at Ashmont in the Province of Alberta this 20<sup>th</sup> day of December 2022.

President:



Vice President:



Director:



Director:

