

B Y - L A W S

I. NAME:

1. The name of the Society is “THE BEAUMONT & DISTRICT AGRICULTURAL SOCIETY”.

II. DEFINITION:

1. The Society shall mean “THE BEAUMONT & DISTRICT AGRICULTURAL SOCIETY”.
2. The Board shall mean the Board of Directors of “THE BEAUMONT & DISTRICT AGRICULTURAL SOCIETY”.
3. Officers shall mean the elected officials of “THE BEAUMONT & DISTRICT AGRICULTURAL SOCIETY”.
4. The Department shall mean the Department of Agriculture, Province of Alberta.

III. OBJECTIVES:

1. To establish, operate and maintain public agricultural grounds near Beaumont, Alberta, where fairs, agricultural exhibitions, competitions and other agricultural, horticultural and recreational activities take place.
2. To provide and sponsor education in agricultural, horticultural and homemaking subjects in order to encourage improvement in these areas.
3. To educate the community and increase the public's understanding and appreciation of agriculture and horticulture by supporting family activities and events including fairs, agricultural and horticultural exhibitions, and equestrian sport competitions.

IV. MEMBERSHIP:

1. Full Membership – Any person may become a member who:
 - a) Is interested in the objectives of the Society.
 - b) Is over 18 years of age and a resident of the Province of Alberta.
 - c) Has paid her/his annual membership fees, as set forth in By-law V below.
2. Junior Membership – Any person aged 12 to 18 may become a Junior Member of the Society if they are interested in the objectives of the Society. Due to the legal responsibilities of Directors, Junior Members may not serve as Directors or have voting rights.
3. Lifetime Membership – Any person may be recognized as a Lifetime Member of the Society. Membership fees will be waived for Lifetime Members. Lifetime Members have full voting rights and may serve on the Board of Directors. Nominations for Lifetime Members:
 - a) Will include brief documentation on the background of the individual and their contributions to the Society, agriculture, and the community.
 - b) Require signatures of at least ten (10) other members of the Society.

- c) Must be received 30 days prior to a regularly scheduled meeting of the Board of Directors.

The Board of Directors will evaluate nominations for approval, and submit successful ones to the Society membership for presentation and ratification at the next Annual General Meeting.

4. Associate Membership – Any person that is appointed or delegated by another organization to work with the Society, in any official capacity, will be recognized as an Associate Member of the Society. Associate Members have full voting privileges like all other members, except on issues that directly or indirectly involve their delegating organization, in which case an automatic conflict of interest will be declared. Associate Members can serve only as *ex officio* affiliates on the Board of Directors of the Society. Delegating organizations may include:
 - a) Government (municipal, provincial, federal)
 - b) Arts, cultural & historical organizations
 - c) Churches/spiritual organizations
 - d) Recreational clubs & organizations
 - e) Foundations
 - f) Service clubs

V. MEMBERSHIP FEE:

1. Annual fees in the Society shall be \$10 for full membership, \$5 for Junior membership, or \$25 per family (3 or more members), or as determined at an annual meeting.
2. Membership fees may be paid at any time during the year, and shall be valid until the next annual meeting.
3. Payment of the membership fee entitles the person to the privileges and responsibilities of membership including voting in elections for the Board of Directors.

VI. BOARD OF DIRECTORS:

1. The Board of Directors of the Society shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, Past President, and six (6) to fourteen (14) Directors elected at the Annual General Meeting of the Society. The minimum number of Board members shall be twelve (12), the maximum twenty (20).
2. Only those members of the Society who have paid their membership fees for the ensuing year shall be qualified to be elected as Directors or to vote at an election for Directors of the Society.
3. Members NOT eligible to serve as voting constituents on the Board of Directors include:
 - a) Junior Members of the Society.
 - b) Associate Members of the Society. Associate Members will be expected to serve on the Board of Directors in an *ex officio* capacity; their roles will be to represent

and report to their appointing organizations. They may take part in discussions, make presentations, voice opinions, and lobby for specific courses of action, at the discretion of the Chair.

- c) Regular members of the Society who have NOT been elected to the standing Board of Directors. Any member of the Society may attend meetings of the Board of Directors to participate in the discussions, make presentations, voice opinions, and lobby for certain courses of action, at the discretion of the Chair.

VII. TERM OF OFFICE:

1. Each Board member will be elected for a term of two years, with six (6) to ten (10) Board members elected at each Annual General Meeting. An individual may serve for up to five (5) consecutive terms, but must then take leave from Board duties for at least one year.
2. Additional Board members may be appointed by the Board to complete the unexpired term of a vacancy on the Board. Such appointments must be made at a regularly scheduled meeting of the Board of Directors, but will not take effect until the next regularly scheduled meeting.
3. A quorum of the Board may give a Board member written notice of termination if that member fails to attend three consecutive meetings without just cause. Such terminations must be made at a regularly scheduled meeting of the Board of Directors, and will take effect on the next regularly scheduled meeting.
4. Should a Board member resign part way through their term of office, the Board may appoint a replacement to fill the vacancy for the remainder of the term. Such appointments must be made at a regularly scheduled meeting of the Board of Directors, but will not take effect until the next regularly scheduled meeting.
5. Should a Board member temporarily step down from their duties due to potential conflict of interest over an issue, their "notice of leave" shall be accepted and take effect immediately at the meeting at which it is read or presented. The Board will not appoint a replacement.

VIII. ELECTION OF DIRECTORS:

1. The election of the Directors of the Society shall be held at the Annual General Meeting of the Society by ballot or show of hands.
2. Obtaining nominations for Directors shall be the responsibility of a Nominating Committee headed by the standing Past President of the Society. The Nominating Committee will consist of the Past President, Chair of the Membership Committee, and one person from among the membership at large. Nominations may also be received from amongst eligible members attending the Annual General Meeting.

IX. EXECUTIVE OF THE SOCIETY:

1. The executive of the Society shall consist of a President, two Vice Presidents, The Past President, a Secretary and a Treasurer.
2. The executive shall be elected or ratified at the Annual General Meeting of the

Society by ballot or show of hands, following the election of Directors.

3. An individual may serve up to three (3) consecutive two-year terms on the Executive, but must then relinquish Executive duties for at least one year.

X. STANDING COMMITTEES:

1. Six standing committees will serve the Society:
 - a) Executive Committee
 - b) Audit/Risk Management/Review (ARR) Committee
 - c) Fairground Development Committee
 - d) Fairground Operations Committee
 - e) Finance Committee
 - f) Membership Committee
 - g) Any other committee deemed to be required by the Board.
2. The Executive Committee shall consist of the Executive of the Society.
 - a) Heads of other committees may join the Executive Committee on an ad hoc basis in order to work on specific projects or events.
 - b) Meetings of the Executive Committee will be held every two months, or as needed to help expedite projects and events.
3. The Audit/Risk Management/Review (ARR) Committee shall consist of two members of the Society that are not on the Board of Directors.
 - a) Obtaining nominations for the ARR Committee shall be the responsibility of the Nominating Committee (refer to VIII, 2).
 - b) ARR Committee members shall be elected or ratified at the Annual General Meeting of the Society by ballot or show of hands.
 - c) The ARR Committee shall meet at least once per year, prior to the Annual General Meeting, to review financial and operational reports prepared by the Treasurer and Heads of Standing Committees. A brief report, verbal or written, should be presented at the annual meeting.

XI. MEETINGS OF THE SOCIETY:

1. The Society shall hold an annual meeting on or before the fifteenth day of January in each year at such a time and place as may be determined by the Directors.
 - a) Notice of the annual meeting shall be mailed to each member of the Society at least two weeks prior to the meeting giving the time and place of the meeting and such additional notice or information as the Directors may decide.
2. The Order of Business for the annual meeting shall be as follows
 - a) Reading minutes of previous meeting;
 - b) Addresses and reports of officers;

- c) Reports of committees;
 - d) Unfinished business;
 - e) New business;
 - f) Addresses and discussions;
 - g) Election of officers;
 - h) Adjournment.
3. The Directors shall present to the annual meeting:
- a) A report of their proceedings for the current financial year with such remarks and suggestions upon the state of agricultural development in the district as they see fit to offer,
 - b) A statement showing the name, occupation and post office address of each member and opposite his name the amount of his subscription to the society for the current financial year,
 - c) A detailed statement, certified by the auditor, of the receipts and expenditure of the society for the current financial year,
 - d) A statement, certified by the auditor, of the assets and liabilities of the society,
 - e) A report of each activity carried out by the society during the current financial year giving a brief description of the activity, the number who participated and the names of the persons who officiated, and
 - f) A separate statement for each activity referred to in clause (e) showing the amount offered and the amount actually paid out in prizes or awards and the number of entries in each class.
4. Special general meetings must be called by the Directors to receive authorization from the membership before selling, mortgaging, leasing for over a year or otherwise disposing of any real property owned by the Society.
- a) 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.
5. Meetings of the Society other than annual meetings may be held at any time that the Directors may determine.

XII. MEETINGS OF THE DIRECTORS:

- 1. Directors' meetings shall be held upon written notice mailed to each officer by the Secretary at least ten days prior to the meeting.
- 2. The first meeting held by the Board of Directors following the annual meeting shall include an orientation for new directors to be conducted by the Past President and/or outgoing Directors.

XIII. QUORUM:

1. Ten members in good standing constitute a quorum at an Annual General Meeting of the Society.
2. A simple majority of the total number of Directors on the standing Board of Directors constitutes a quorum at a meeting of the Board of Directors. A simple majority includes the Chair of the meeting, normally filled by the President or her/his designate.

XIV. RETURNS:

PLEASE NOTE: This is a requirement, by Act.

1. On or before the fifteenth day of January of the year next following the annual meeting a list of the officers elected at the annual meeting and a copy of each report including the financial statement shall be submitted to the Department of Agriculture by the Secretary on the forms provided by the Department.

XV. OFFICERS AND DIRECTORS:

1. Directors shall serve on a voluntary basis without remuneration by the Society.
2. The affairs of the Society shall be administered by the Board as directed at an annual or general meeting by the membership or as required under the by-laws of the Society or by The Agricultural Societies Act.
3. Receive a financial statement from the Treasurer and approve payment of outstanding accounts.
4. The Board will appoint those standing committees required to meet the objectives 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.
5. The Board will assure that all necessary records, whether of a financial or program nature, are kept to be able to inform the membership of activities of the Society.
6. The Board shall be responsible to see that the duties of officers, employees and volunteers are properly performed.
7. The Board will develop a budget for the following year to be presented at the annual meeting for discussion and direction.

XVI. COMMITTEES:

1. Committees will be authorized by the Board of Directors.
2. Each committee will be organized by a Director and s/he will be a member of the committee.
3. With the exception of one Director, the balance of the committee may be recruited from the general membership.
4. 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, and directions as to a budget.

5. The committee will set up the necessary organization to carry out the task as identified by the Board and to report back to the Board.
6. The committee will have the power to develop needed sub-committees to complete the task.
7. The Head of each Standing Committee must annually prepare a written operational report, to be submitted to the Audit/Risk Management/Review (ARR) Committee one month prior to the Annual General Meeting.

XVII. DUTIES OF THE PRESIDENT:

1. Preside at all meetings of the Society, or designate a Vice President to preside at meetings when the President is unable to attend.
 - a) The Chair (i.e. normally the President or her/his designate) at any meeting of the Society WILL NOT vote except to break a tie.
1. Provide leadership to the Society that will result in the achievement of the objectives of the Society.
2. Exercise general supervision and direction over the business of the Society.
3. Delegate tasks and responsibilities to other board members so they may take an active part in the affairs of the Society.
4. Provide for orientation of new board members immediately after the election.
5. Initiate appropriate workshops or other in-service training for board members and the total membership that will improve the functioning of the Society.
6. Represent the Society in the community and with other community organizations.

XVIII. DUTIES OF THE VICE PRESIDENTS:

1. Act in the absence of the President.
2. Perform such duties as may be directed by the President or the Board.

XIX. DUTIES OF THE SECRETARY:

1. Keep minutes of all meetings of the Executive, Directors and general membership of the Society.
2. Send notices of all meetings as required by the by-laws.
3. Receive and respond to all correspondence as directed by the Board.
4. On or before the 15th day of January each year, return to the Department of Agriculture a list of officers elected at the annual meeting for the ensuing year; a report of the year's activities; and a statement of receipts, expenditures, assets and liabilities for the preceding year.
5. Perform such other duties as may be directed by the Board of Directors.
6. Circulate information of interest to the general membership.

XX. DUTIES OF THE TREASURER:

1. Maintain such records as are required by the Directors of the Society.
2. Present the records for audit and present the audited statement at the annual meeting.
3. Prepare the annual financial statements as required by the Department of Agriculture for submission by the 15th day of January each year.
4. Receive and deposit all funds of the Society in the bank designated by the Board of Directors.
5. Submit all bills for approval of payment to the Board of Directors.
6. Prepare cheques in payment of accounts for signature.
7. Be available at the annual meeting at least one hour prior to the meeting to receive membership fees for the ensuing year.
8. Prepare the necessary documentation required for application for general, operating or capital grants that may be available to the Society.
9. Perform such other duties as may be required by the Directors.

XXI. DUTIES OF SECRETARY-TREASURER:

1. Where these duties are combined in one position, the duties shall consist of those listed for the Secretary and Treasurer.

XXII. SOCIETY FUNDS:

1. The funds of the Society, however derived, shall not be expended for any objectives inconsistent with those of the Society or authorized by The Agricultural Societies Act.
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.
3. Cheques of the Society shall be signed by the President or a Vice President and the Treasurer or Secretary-Treasurer.

XXIII. BORROWING BY THE SOCIETY:

1. The Society may, for the purpose of carrying out its objectives or for capital purposes, from time to time borrow sums of money, and may from time to time issue notes, bonds, debentures and other securities.
2. The Board of Directors may not borrow more than \$5,000.00 without the authorization of the general membership as directed at an annual meeting or special general meeting called for this purpose.

XXIV. EXECUTION OF DOCUMENTS:

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 such 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.

XXV. BY-LAWS:

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 by-laws for the general management of the Society.
2. A copy of the original by-laws will be transmitted to the Department of Agriculture and any changes will be forwarded immediately.
3. Subject to the by-laws 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.

XXVI. FISCAL YEAR:

1. The fiscal year of the Society shall be a twelve-month period commencing on the 1st day of November each year.

XXVII. AUDIT:

1. The Directors shall appoint an auditor of the Society who shall hold office from year to year and may be replaced by resolution of the Directors or members at the annual meeting.
2. No member of the Board of Directors shall be appointed auditor during his/her term of office as a Director.
3. The accounts of the Society shall be audited annually in advance of each annual meeting by the auditor, and the audited statement of the financial affairs of the Society shall be presented to the annual meeting.
4. The Audit/Risk Management/Review (ARR) Committee shall review financial and operational reports prepared by the Treasurer and Heads of Standing Committees prior to the Annual General Meeting.

XXVIII. ALL OTHER MATTERS:

1. In the event that these by-laws 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.

Dated at BEAUMONT
in the Province of Alberta, this
13 day of January
A.D. 2011.

President _____
Bill Ostapek

Secretary _____
Sandra Horneman