

Cottonwood-Gordon Agricultural Society

Bylaws

Revised May 2015

1. Definitions - In these bylaws,
 - 1.1. "Act" means the Agricultural Societies Act of Alberta;
 - 1.2. "Audit" means an examination and adjustment of accounts by an auditor;
 - 1.3. "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;
 - 1.4. "Society" means the Cottonwood-Gordon Agricultural Society
 - 1.5. "Board" means the board of directors of the Cottonwood-Gordon Agricultural Society;
 - 1.6. "Bylaws" means the Bylaws of this Society as amended
 - 1.7. "Director" means an elected member of the Cottonwood-Gordon Agricultural Society
 - 1.8. "Officers" shall mean the elected officials of the "The Cottonwood -Gordon Agricultural Society".
 - 1.9. "Executive Committee" means the Past President, President, two Vice Presidents, Secretary and Treasurer of the Society.
 - 1.10. "Extraordinary resolution" means a resolution passed by a 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;
2. Objective: The object of a society is to encourage improvement in agriculture and in the quality of life of persons living in an agricultural community by developing programs, services and facilities based on needs in the agricultural community.
3. Annual General Meetings:
 - 3.1. Annual meetings of the Society must be held before December 1 on a day and at an hour and place decided by the Board.
 - 3.2. The primary purpose of the annual meeting of the Society is to do the following:
 - 3.2.1. To review and approve financial statements and other pertinent reports;
 - 3.2.2. To elect Directors
 - 3.3. The following shall be the order of business at annual meetings of the Society:
 - 3.3.1. Call to order
 - 3.3.2. Determination of quorum

- 3.3.3. Reading minutes of the previous annual or general meeting;
 - 3.3.4. Addresses and reports of officers;
 - 3.3.5. Reports of committees;
 - 3.3.6. Unfinished business;
 - 3.3.7. New business;
 - 3.3.8. Addresses and discussions;
 - 3.3.9. Election of directors;
 - 3.3.10. Adjournment
- 3.4. The directors shall present to the annual meeting the following reports and statements relating to the Society's financial year that has just ended:
 - 3.4.1. A report of the directors' activities in that year;
 - 3.4.2. A list of members of the Society at the end of that year;
 - 3.4.3. A financial statement prepared in accordance with the regulations;
 - 3.4.4. A report listing and giving a brief description of each activity carried out by the Society in that year including the number who participated
- 4. Special General Meetings:
 - 4.1. A special general meeting of the Society may be called at any time by the Board when the Board considers it necessary or advisable.
 - 4.2. The Board must call a special general meeting of the Society when requested to do so by at least 25% of the members
 - 4.3. A request under subsection 4.2 must be in writing and state clearly the nature of the business to be transacted at the meeting
 - 4.4. Where the Board receives a request in accordance with subsections 4.2 and 4.3:
 - 4.4.1. If the Board does not issue a call for the meeting within 14 days from the day of receiving the request, or;
 - 4.4.2. 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 25% or more of the members, may call a meeting of the Society.
- 5. Notice of Meetings:
 - 5.1. The Board or members calling a general meeting of the Society must give at least 30 days notice of the meeting by mailing, or mass mailing, or emailing to each member of the Society a notice stating the hour, day and place of the meeting, or;

- 5.2. 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, the intent of the proposed change must be included in the notice of meeting.
6. Quorum:
 - 6.1. At a general meeting of the Society ten (10) members constitutes a quorum for the transaction of business.
 - 6.2. Five (5) directors constitute a quorum for the transaction of business at a meeting of the Board.
 - 6.3. 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 to be rescheduled within one month and new notices sent out. 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.
7. Voting:
 - 7.1. 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.
 - 7.2. Each member in good standing and who has paid for their membership for the ensuing year is allowed one vote on any question.
 - 7.3. No member may vote by proxy.
 - 7.4. At the approval of the Board, alternative methods of voting may be acceptable.
8. Composition and election of Board:
 - 8.1. The Board of a Society must consist of a minimum of 12 directors in accordance with the Act.
 - 8.2. Any member in good standing is eligible to be elected as a director.
 - 8.3. Candidates for election to the office of director must be nominated openly at a general meeting of the Society.
 - 8.4. At each annual general 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 meeting at which these directors were elected.
 - 8.5. Subject to subsection 8.4, the term of office of a director is 3 years.
 - 8.6. Retiring directors are eligible for re-election.
9. Powers and Duties of the Board:
 - 9.1. 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.
 - 9.2. The Board may appoint an executive committee and prescribe the committee's duties.

- 9.3. The Board will develop a budget to present for information to the membership at the annual meeting.
 - 9.4. The Board shall be responsible for providing policy, procedures and terms of reference to all committees of the Society.
 - 9.5. Directors shall serve on a voluntary basis without remuneration by the Society for their directorship. Board approved expenses will be reimbursed after Board approval.
 - 9.6. No one (1) individual will carry more authority than another unless operating within Board approved Policies.
10. Duties of the Officers and Secretary of the Society:
- 10.1. President
 - 10.1.1. Supervises the affairs of the Board;
 - 10.1.2. When present, chairs all meetings of the Society, the Board, and the Executive Committee;
 - 10.1.3. Is an ex-officio member of all Committees;
 - 10.1.4. Acts as the spokesperson for the Society;
 - 10.1.5. Is a member of the Executive Committee;
 - 10.1.6. Ensures new Board members orientation is completed within 60 days of their being elected or appointed;
 - 10.1.7. Carries out other duties assigned by the Board.
 - 10.2. First Vice-President
 - 10.2.1. Presides at meetings in the President's absence. If the Vice-Presidents are absent, the Directors elect a Chairperson for that meeting;
 - 10.2.2. Replaces the President at various functions when asked to do so by the President or the Board;
 - 10.2.3. Is a member of the Executive Committee;
 - 10.2.4. Carries out other duties assigned by the Board.
 - 10.3. Second Vice-President
 - 10.3.1. Presides at meetings in the absence of the President and First Vice President. If the Vice-Presidents are absent, the Directors elect a Chairperson for that meeting;
 - 10.3.2. Replaces the President at various functions when asked to do so by the President or the Board;
 - 10.3.3. Is a member of the Executive Committee;
 - 10.3.4. Carries out other duties assigned by the Board.

10.4. Treasurer

- 10.4.1. Ensures all monies paid to the Society are deposited into a chartered bank or institution as directed by the Board of Directors;
- 10.4.2. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- 10.4.3. Presents the Society's records to the designated accountant for review and preparation of a review engagement statement;
- 10.4.4. Makes sure a review engagement statement of the Society is prepared and presented to the annual general meeting;
- 10.4.5. Or designate Is available at the annual meeting at least one hour prior to the meeting to receive membership fees for the ensuing year;
- 10.4.6. Prepares the necessary documentation required for application for any grants that may be available to the Society and submit before deadlines;
- 10.4.7. Is a member of the Executive Committee and;
- 10.4.8. Carries out other duties assigned by the Board.

10.5. Secretary

- 10.5.1. Attends all meetings of the Society, the Board and the Executive Committee;
- 10.5.2. Keeps accurate minutes of these meetings;
- 10.5.3. Notifies the membership and directors of meetings as required by the bylaws;
- 10.5.4. Receives and responds to all correspondence as directed by the Board;
- 10.5.5. Makes sure a record of names and addresses of all members of the Society is kept;
- 10.5.6. On or before the 15th of January each year return to Alberta Agriculture and Rural Development (ARD), the annual return documentation required 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, and annual report on the business plan .
- 10.5.7. Is a member of the Executive Committee and;
- 10.5.8. Carries out other duties assigned by the Board.

10.6. Past President

- 10.6.1. An ex-officio member of the Board for a minimum of one year after the election of a new President,

- 10.6.2. Attends all meetings of the Society, the Board, and the Executive Committee
- 10.6.3. Supports the current President
- 10.6.4. Assists with Board recruitment and orientation to the Board
- 10.6.5. Assists with Board Training
- 10.6.6. Provides historical continuity about Board activities
- 10.6.7. Chairs the election of officers at the first Board meeting following the Annual General Meeting.

11. Meetings of the Board:

- 11.1. 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.
 - 11.1.1. A president, and;
 - 11.1.2. Two vice-presidents, and;
 - 11.1.3. A secretary, and
 - 11.1.4. A treasurer.
- 11.2. The Board must hold a meeting not less than once every three (3) months as required by the Act and, subject to subsection 11.1; the Board may hold other meetings on days and at places and times decided on by the Board.
- 11.3. The secretary shall give each director at least two weeks notice of all regular meetings of the directors.
- 11.4. The president must call a special meeting of the Board on the written request of a majority of the directors or if the president considers it to be necessary.
- 11.5. The secretary must give each director notice of a special meeting,
 - 11.5.1. Stating the time and place at which it is to be held, and;
 - 11.5.2. Stating, in general terms, the nature of the business to be transacted at the meeting.
- 11.6. Notwithstanding this section, if all the 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.

12. Proceedings at Board meetings:

- 12.1. Five (5) directors constitute a quorum for the transaction of business at a meeting of the Board.
- 12.2. The President who chairs all meetings of the Board may vote on any question, but having done so, the President does not have a casting vote in the event of a tie.
- 12.3. If there is not a majority in favour of a motion, the motion is lost.

- 12.4. 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.
13. Vacating a director's office:
- 13.1. 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.
- 13.2. Where a director ceases to be a member of the Society, the office of that director is to be declared vacant by the board.
- 13.3. Where a director's office is vacated under this section, the remaining directors shall appoint a member of the society to be elected as a director to fill the vacancy until the next annual general meeting
- 13.4. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership.
14. Committees
- 14.1. Standing or special committees may be established by the Board.
- 14.2. Each committee will have at least one director who will act as the liaison to the Board.
- 14.3. The Board shall establish in writing the operational guidelines (Terms of Reference) for each committee.
- 14.4. 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.
- 14.5. 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.
15. 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.
16. Society Funds:
- 16.1. 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.
- 16.2. The funds shall be deposited to the credit of the Society in a chartered bank or other institution as directed by the Board.
- 16.3. Investment of Society funds must be in accordance with the Trustee Act
- 16.4. Cheques of the Society shall be signed by any two (2) of the following in accordance with the Act:

16.4.1. President

16.4.2. A Vice-President

16.4.3. Treasurer

16.5. A 50% plus one (1) majority of the members attending a general meeting must agree to large capital expenditures, meaning anything over \$5000.00.

17. Borrowing by the Society:

17.1. 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.

17.2. The Board may not borrow more than \$5,000 without the authorization of the members of the Society.

18. Extraordinary Resolutions

An Extraordinary Resolution will be required in exceptional circumstances such as selling the existing hall or taking out a mortgage on a new building or an extension.

19. Fiscal Year:

The fiscal year of the Society is the year beginning on September 1 and ending on the following August 31.

20. Auditor:

20.1. 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.

20.2. 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.

20.3. The auditor must be a member in good standing of an association of accountants recognized by the Director, Agricultural Societies Branch, Alberta Agriculture.

21. Financial Statements:

The financial statement referred to in Section 3 of the bylaws in accordance with the Act must be a review engagement report or audit report prepared by a

21.1. Certified General Accountant, or;

21.2. Certified Management Accountant, or;

21.3. Chartered Accountant

22. Membership:

22.1. Membership may be individual, family, or other as determined by the Board.

22.2. A person who is 18 years of age or older may become a voting member of the Society if that person pays the membership fee and is interested in the objectives of the Society.

22.3. Payment of the membership fee entitles the person paying it to the privileges of membership for the year of which the fee is paid.

22.4. A person under the age of 18 may become a non-voting member

22.5. The Board reviews and determines membership fees by motion of the Board, and then takes proposed membership fees to a general meeting of the society for approval.

23. Suspension of Membership:

23.1. 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:

23.1.1. if the member has failed to abide by the bylaws;

23.1.2. if the member has been disloyal to the Society;

23.1.3. if the member has disrupted meetings or functions of the Society; or

23.1.4. if the member has done or failed to do anything judged to be harmful to the Society.

23.2. 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.

23.3. 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.

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

23.5. 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.

23.6. The Board will determine how the matter will be dealt with, and may limit the time given the member to address the Board.

23.7. The Board may exclude the member from its discussion of the matter, including the deciding vote.

23.8. The Board will vote on these matters by secret ballot.

23.9. The decision of the Board is final.

24. Termination of Membership:

24.1. 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.

24.2. The membership of a member is ended upon their death.

24.3. 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.

- 24.4. 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 interests of the Society. This decision is final.
- 24.5. No right or privilege of any member is transferable to another person.
- 24.6. 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.
25. Security:
- 25.1. The Society shall at all times maintain theft insurance or fidelity insurance against loss or damage caused by employees, officers, and directors.
- 25.2. 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).
- 25.3. 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).
- 25.4. The Society shall at all times maintain directors and officers liability insurance.
- 25.5. No member is, in their individual capacity, liable for any debt or liability of the Society.
26. Amendments to the Bylaws:
- 26.1. 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.
- 26.2. Two 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.
- 26.3. 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 a special meeting called for that purpose.
27. 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.
28. Dissolution of the Society:
- 28.1. The Society may not distribute its property or pay dividends to its members.
- 28.2. If the Society is dissolved, any land, buildings remaining after paying all the debts are to be passed on to a non-profit organization which has objectives similar to those of the Society only after giving Red Deer County first right of refusal.

28.3. If the Society is dissolved, any funds remaining after paying all the debts are to be paid to a non-profit organization which has objectives similar to those of the Society.

28.4. Members are to select the organization to receive the funds or assets at a special meeting called for that purpose.

29. 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.

Acknowledgement of Bylaws

These bylaws and regulations were acknowledged before a general meeting called for the purpose of approval of these documents consisting of members of the Cottonwood-Gordon Agricultural Society.

Signed before the people at this meeting at _____ in the Province of Alberta this ____ day of _____, _____

President: _____
PRINT NAME SIGNATURE

Vice-President: _____
PRINT NAME SIGNATURE

Director: _____
PRINT NAME SIGNATURE

Director: _____
PRINT NAME SIGNATURE

Date Bylaws last Reviewed with no amendments or changes
