

BYLAWS

of the

ST. PAUL AGRICULTURAL SOCIETY

As adopted the 24th day of June, 2021



St. Paul Agricultural Society
Box 1203
St. Paul, AB
T0A 3A0

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ARTICLE ONE – INTERPRETATION

- 1.1 The name of the society shall be the St. Paul Agricultural Society, incorporated on the 8th day of December, 1914 by law, under the Agricultural Societies Act of Alberta.
- 1.2 DEFINITIONS – The following words, when used in these bylaws, shall mean as stated hereinafter:
- a) “AG Society” or “Society” shall mean the St. Paul Agricultural Society;
 - b) The “Board” or “Board of Directors” shall mean the elected Board of Directors of the St. Paul Agricultural Society;
 - c) “Executive” shall refer to the executive positions of President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer or Secretary-Treasurer;
 - d) “Director” shall mean the non-executive members of the Board of Directors;
 - e) “Member” means an individual who has paid his annual dues;
 - f) “Family” shall mean a spouse, sibling or parent/child of a member of the Society;
 - g) “Department” shall mean Alberta Agriculture and Forestry;
 - h) “Minister” shall mean the Minister of Agriculture of the Province of Alberta;
 - i) “Act” shall refer to the Agricultural Societies Act.

1.3 OBJECTIVES

As stated in the Agricultural Societies Act of Alberta Article 3: “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”.

Furthermore, the St. Paul Agricultural Society shall:

- a) Sponsor meetings and short courses on agricultural topics that will benefit the members and the citizens of the Town and County of St. Paul;
- b) Assist in the development of leadership in our community through sponsoring training activities and opportunities for 4-H clubs, youth groups and volunteers;
- c) Improve the quality of life in our community by sponsoring or supporting cultural, social and various community events;
- d) Be aware of changing needs of people in our community and to adjust our programs to accommodate change and encourage other community resources to do the same;
- e) Sell, manage, lease, mortgage, dispose of or otherwise deal with the property of the Society within the limits of the Agricultural Societies Act.

ARTICLE TWO – MEMBERSHIP

- 2.1 ELIGIBILITY – Any person may become a member provided they are:
- a) Interested in the objectives of the Society;
 - b) Over 18 years of age and a resident of the Province of Alberta;
 - c) Junior members under the age of 18 are eligible for membership however will not hold any voting rights or serve on the Board of Directors.
- 2.2 MEMBERSHIP FEE – Membership fee of the Society shall be \$5.00 per annum or as determined at an annual meeting. The fee shall be paid on or before the annual meeting and be valid for one year.

- 2.3 PRIVILEGES - Payment of the membership fee entitles the member to the privileges of membership for the year for which the fee is paid.
- 2.4 REGISTRAR OF MEMBERS
- a) The society shall keep a register of its members which will include Name, Mailing Address, valid Email Address and current Phone Number(s);
 - b) The society shall only disclose this list to the membership as requested by a member for the sole use of matters pertaining to the Society.
- 2.5 RESPONSIBILITIES OF THE MEMBERS
- a) All members shall execute the objectives as outlined in these bylaws;
 - b) All members agree to abide by the Society's Code of Conduct.
- 2.6 SUSPENSION OF MEMBERSHIP
- a) Any member can be suspended from the Society by the Board of Directors for no more than three (3) months, for one or more of the following reasons:
 - i. If the member has failed to abide by these bylaws;
 - ii. If the member has been disloyal to the Society;
 - iii. If the member has disrupted meetings or functions of the Society;
 - iv. If the member has done something judged to be harmful to the Society;
 - v. If the member is in violation of the Code of Conduct.
 - b) The affected member will be notified of the Board's intention by written notice stating the reasons for suspension and mailed to the address as shown in the Society's registrar;
 - c) The written notice will indicate how the member can address the Board to discuss the matter;
 - d) The Board will vote on these matters by secret ballot and the Board decision will be final;
 - e) Board members whose membership is suspended will be removed from the Board until the next AGM following the end of suspension.
- 2.7 TERMINATION OF MEMBERSHIP – Any member can be removed from the Society at the discretion of the Board of Directors for any such reason as ratified by the Board. Any such resolution can be appealed to the general membership within the next three (3) meetings and if such decision is reversed by the general members, the member will be immediately reinstated.

ARTICLE THREE – BOARD OF DIRECTORS

- 3.1 COMPOSITION OF THE BOARD – The affairs of the Society shall be administered by a Board of Directors made up of 12 members consisting of four (4) executive members serving in the position of President, 1st Vice-President, 2nd Vice-President and Secretary-Treasurer and eight (8) directors.
- 3.2 TERMS OF OFFICE – Each board member will be elected by the membership at the annual general meeting for a term of one (1) year. There is no limit to the amount of terms that may be served for any given board member.
- 3.3 QUORUM – Five (5) Directors for a meeting of the Board shall constitute a quorum.
- 3.4 ELIGIBILITY – Only those members who have paid their membership for the ensuing year shall be qualified to be elected as a member of the Board.
- 3.5 EXECUTIVE – No two members of the same family shall hold an executive position at any one time.

3.6 MEETINGS OF THE BOARD

- a) Meetings of the Board may be held at any time that the President or Executive deem necessary;
- b) Members will be given at least one (1) week notice of meetings of the board;
- c) Board members may participate in meetings in person, by telephone or video conferencing.

3.7 EMERGENCY MEETINGS

- a) The President must call an emergency meeting of the Board on the written request of a majority of the directors or if the President considers it necessary;
- b) The Secretary must give each director one (1) hour notice of an emergency meeting:
 - i. Stating the time and place or method at which it is to be held;
 - ii. Stating, in general terms, the nature of the business to be transacted at the meeting;
- c) A meeting will be deemed emergency if there is an urgent matter that must be resolved immediately including but not limited to Land, Labour, Legal, Safety.

3.8 MINUTES OF THE BOARD – Meetings of the Board are to be recorded and approved at the next board meeting or general meeting, whichever comes first and then reported to the general membership.

3.9 RESPONSIBILITIES OF THE EXECUTIVE

- a) President shall:
 - i. preside at all meetings of the Society and regulate the order of business at such meetings;
 - ii. provide leadership to the Society in order to attain the Society's objectives;
 - iii. exercise general supervision and direction over the business of the Society;
 - iv. delegate tasks and responsibilities to other board members so they may take an active role in the Society;
 - v. provide an opportunity for the Vice-Presidents to share the responsibilities in order to prepare them for assuming the position in a new term;
 - vi. represent the Society in the community and among other community organizations.
- b) Vice-Presidents shall:
 - i. in the absence of the President, the 1st Vice-President and/or in his/her absence, the 2nd Vice-President shall perform the duties of the President and exercise the powers of the President;
 - ii. perform any such duties assigned by the President or the Board of the Society.
- c) Secretary-Treasurer shall:
 - i. have charge of the financial situation of the Society, including but not limited to, bank deposits, bill payments of previously approved expenses, keeping an accurate account of income and expenses, overseeing the investment of funds and the preparation of the financial statements;
 - ii. present the prepared financial statements at all general meetings of the Society;
 - iii. insure the year-end financial statements are presented at the annual general meeting of the Society;
 - iv. record and prepare minutes of all meetings of the Society;
 - v. perform any such duties assigned by the President or the Board of the Society.

3.10 RESPONSIBILITIES OF THE BOARD – The responsibilities of the Board shall be as follows:

- a) Board members shall serve on a voluntary basis without remuneration by the Society;
- b) The Board shall review these bylaws annually prior to the Annual General Meeting. Any changes or recommendations to these bylaws shall follow the procedure as stated in article 8.2;

- c) Board members shall conduct themselves in an ethical and professional manner at all times when representing the Society including the proper use of authority and appropriate group and individual behaviour;
 - d) Each board member will sign the Society's Code of Conduct after every annual general meeting where they have been elected and agree to abide by the directives set out there within;
 - e) Members of the Board are expected to regularly attend all Board and General Meetings of the Society.
- 3.11 FILLING A VACANCY – Should the President resign or be unable to complete his/her term, the Vice-president may be declared President for the balance of the term. Should a vacancy occur in any other position on the board, that position may be filled by any member in good standing from among the members of the society. The candidate must be elected by the membership.
- 3.12 REMOVAL OF EXECUTIVE AND DIRECTORS – Any member of the Board of Directors may be removed by special resolution at the discretion of the Board. Such resolution may be appealed to the general membership within the next three meetings and if such decision is reversed by the general membership, the board member will be immediately reinstated.

ARTICLE FOUR – COMMITTEES

- 4.1 STANDING COMMITTEES – The Board of Directors shall appoint the following committees:
- a) Budget Committee:
 - i. shall consist of the Executive plus two (2) Directors plus the Office Manager and be chaired by the Secretary-Treasurer;
 - ii. shall prepare a detailed annual budget for capital and operating revenues and expenditures for the ensuing year to be presented to the Board of Directors and approved by the members of the Society.
 - b) Nominating Committee:
 - i. shall consist of the President plus two (2) Members-at-Large;
 - ii. shall present to the membership at the annual general meeting, a nominee for the position of President, 1st Vice-President, 2nd Vice-President and Secretary-Treasurer and a list of nominees for the slate of Directors.
 - c) Building Committee:
 - i. shall consist of the Executive plus two (2) Members plus the Facility & Office Manager;
 - ii. shall oversee the overall state of affairs of the facility including any maintenance, renovation or additions to the building;
 - iii. shall provide projected budgets for all non-budgeted expenditures for approval by the general membership.
 - d) Business Planning Committee:
 - i. shall consist of the Executive plus three (3) Members plus the Office Manager;
 - ii. shall prepare a 3-year or 5-year business plan as required by the Department and review annually prior to the Annual General Meeting of the Society.

- 4.2 AD HOC COMMITTEES – May be established or disestablished by the Board as required.
- a) Each committee will have at least one director who will act as a liaison to the Board;
 - b) Committees must present a budget for approval by the Board before any expenditures are incurred;
 - c) Committees do not have the authority to bind the Society to any decision or undertaking without a written authority by the Board of Directors. If such authority is granted, the authority must be clear and precise and the committee must operate within the guidelines of the granted authority.

ARTICLE FIVE – MEETING OF THE MEMBERS

- 5.1 GENERAL MEMBERSHIP – A meeting of the membership may be held at any time that the Executive or Board determines.
- 5.2 NOTICE OF MEETINGS – Notice of meetings or special meetings will be submitted to members electronically, in writing, by phone or published in the local newspaper stating time and place. Notices for special meetings must be given at least one (1) month in advance and specify the purpose of the meeting.
- 5.3 QUORUM – Ten (10) members at a meeting of the Society shall constitute a quorum.
- 5.4 VOTING
- a) Every member in good standing shall have voting privileges.
 - b) No member may vote by proxy.
- 5.5 SPECIAL MEETINGS
- a) Special meetings must be called by the Board of Directors to receive authorization from the membership before selling, mortgaging, leasing for over one year or otherwise disposing of any real property owned by the Society;
 - b) A special meeting may be called to amend the bylaws;
 - c) A special meeting must be called for member’s approval to borrow over \$5000;
 - d) A special meeting must be held when requested by ten (10) or more members of the Society who have a specific concern. The request must be submitted to the Board in writing and clearly state the nature of the concern.
 - i. The Board must issue a call for a meeting within twenty-one (21) days of receiving the request.
 - ii. If a meeting is not called by the board within twenty-one (21) days of receiving the request, the members making the request will have an additional thirty (30) days to call a meeting of the Society.
 - e) Should a Special Meeting of the Society be called, NO new memberships shall be sold until the business of the St. Paul Agricultural Society is concluded.

ARTICLE SIX – ANNUAL GENERAL MEETING

- 6.1 ANNUAL GENERAL MEETING – The Society shall hold an annual meeting on or before the twentieth (20th) day of December in each year at such a time and place as determined by the Directors.
- 6.2 NOTICE OF MEETING – The notice of the annual general meeting shall be advertised in the local newspaper at least two (2) weeks prior to the meeting stating time, and place of the meeting, and any additional notice of information as decided by the Board of the Society.
- 6.3 ORDER OF BUSINESS – The order of business at an annual general meeting shall include:
- a) Adoption of Agenda
 - b) Adoption of the Minutes of the previous annual general meeting
 - c) Presentation of the annual financial statements
 - d) President’s report
 - e) Committee reports
 - f) Appointment of the auditors
 - g) Election of the executive and directors
 - h) Appointment of Signing Authorities
 - i) Adjournment
- 6.4 REPORTS – All reports of the Executive and Committee Chairpersons shall present a written report relating to their activities in the financial year that has just ended.
- 6.5 FINANCIAL STATEMENTS – The Secretary-Treasurer will ensure that the independently reviewed financial statements are available for all members.
- 6.6 ELECTION OF THE BOARD – The Board of Directors shall be elected at each Annual General Meeting of the Society. Nominations shall be put forth from the Nominating Committee and candidates shall be accepted from the floor. Any voting taking place shall be done by secret ballot.
- 6.7 REVIEW ENGAGEMENT – The appointment of a CPA firm to perform the annual review engagement shall be appointed at the annual general meeting.
- 6.8 ANNUAL REPORT – An annual report of the activities of the Society shall be submitted to the Agricultural Societies Program of the Department no later than February 15.

ARTICLE SEVEN – FINANCIAL

- 7.1 FISCAL YEAR – The financial year of the Society shall be from November 1 to October 31.
- 7.2 ANNUAL BUDGET – The Budget committee shall prepare and submit to the Board of Directors an annual budget, where the proposed expenses do not exceed the proposed revenue. Any expenditure provided for in the budget shall not require further approval by the membership.
- 7.3 SIGNING AUTHORITY Cheques and documents must be signed by any two (2) of the following as per a motion made at the Annual General Meeting:

- a) President
 - b) 1st Vice-President
 - c) 2nd Vice-President
 - d) Secretary-Treasurer or Treasurer, as the case may be
 - e) Office Manager
- In any case, no two members of the same family will have signing authority at any given time.
 - Any Executive member of the Society entitled to a reimbursement shall not sign their own cheque.
 - The maximum amount of any signed cheque will not be greater than \$100 000.
- 7.4 MANAGEMENT OF FUNDS – The funds of the Society shall be deposited to the credit of the Society in a chartered bank or any similar financial institution as directed by the Board of Directors. Any funds, however derived, shall not be expended for any objects inconsistent with those of the Society or authorized by the Agricultural Societies Act.
- 7.5 BORROWING FUNDS – The Society may, for the purpose of capital expenditures, from time to time borrow sums of money and may issue notes, bonds, debentures and other securities. The Society may not borrow more than \$5000 without the authorization of the members of the Society.
- 7.6 FINANCIAL REVIEW – The appointed accountant will complete an annual review of the financial statements and accounts of the society in accordance with generally accepted standards for review engagements in accordance with Part 3 of the Chartered Professional Accountants Act (CPAA).
- 7.7 FINANCIAL INSTITUTION – Following the Annual General Meeting, the Secretary-Treasurer will advise the financial institution of any changes made to the Board of Directors including signing authorities and will review the status of the financial papers filed with the institution.
- 7.8 NON-BUDGET EXPENDITURES – Any expenditures not included in the budget may be approved by the Board of Directors as long as such expenditures do not exceed \$1000. Any expenditure in excess of such amount shall be submitted for approval by the general membership.

ARTICLE EIGHT – MISCELLANEOUS

- 8.1 CONFLICT OF INTEREST – Any member intending to enter into a business arrangement with the St. Paul Agricultural Society shall present their proposal and exit the meeting and will not participate in the discussion or the subsequent vote thereof.
- 8.2 AMENDMENT OF BYLAWS – At an annual general meeting of the Society or at a special meeting called for that purpose, the members of the Society may make, alter and repeal the bylaws for the general management of the Society. A signed and dated copy of the amended bylaws will be sent for approval to the Agricultural Societies Program of the Department.
- 8.3 DISSOLUTION OF THE SOCIETY – A Society may, at a special meeting and on reasonable grounds, pass a resolution to dissolve the Society in accordance with the Act, sections 39, 40 & 41. After the cancellation of the Society’s certificate of incorporation by the Department, the Town of St. Paul shall

own the property and the assets, including cash on hand or in the bank. The Town of St. Paul will operate and control the property, services and programs as conditions permit.

8.4 SPOKESPERSON – No public statement shall be made on behalf of the Society other than the President, or such other person designated by the President.

8.5 INDEMNITY – The Society shall hold appropriate Liability Insurance on behalf of the Directors. No Director shall, in any capacity, be held personally liable for any debts or liability of the Society, except for those that are due to their intentional neglect or fault. Every Director shall be indemnified and saved harmless against all odds, charges and expenses, which may occur in or about any execution of the duties of the office.

8.6 OFFICE MANAGER – An office manager may be appointed to manage the affairs of the Society. This shall be a contracted paid position for one (1) year, from January 1 to December 31. The office manager shall:

- a) be responsible for the proper keeping of minutes of all meetings of the Society;
- b) act in accordance as per the signed Contract of Employment;
- c) comply with the responsibilities of the outlined job description;
- d) be accountable to the Board of Directors for the administration, organization and management of the Society;
- e) report to the Board any matter about which it should have knowledge;
- f) perform any such duties as directed by the Board of Directors.

8.7 REMUNERATION OF DIRECTORS AND MEMBERS – Remuneration for approved expenses incurred by the Society members including the Board of Directors shall be made upon submission of the appropriate expense claim form and/or presentation of eligible receipts.

8.8 ALL OTHER MATTERS – In the event that these bylaws do not adequately cover any particular situation, reference shall be made to the Agricultural Societies Act of Alberta, which shall be the supreme authority whereby the actions and activities of the Society are managed and controlled.

These bylaws and regulations were acknowledged at a special general meeting and approved by the members of the St. Paul Agricultural Society.

Signed and dated in the Town of St. Paul, Alberta.

President

Date

Director

Date