

MAR 02 2022

CASTOR & DISTRICT AGRICULTURAL SOCIETY

APPROVED

BY-LAWS – (Revised November 2021)

Carmen Andrew
Director



I NAME:

1. The name of the Society is "Castor & District Agricultural Society".

II DEFINITIONS:

1. Society shall mean "Castor & District Agricultural Society".
2. The Board shall mean the Board of Directors of "Castor & District Agricultural Society".
3. Officers shall mean the elected officials of "Castor & District Agricultural Society".
4. The Department shall mean the Alberta Government Department currently in charge of Agricultural Societies (Alberta Agriculture and Forestry Department).
5. Minister shall mean the Minister of Agriculture, of the Province of Alberta.
6. Committee – shall mean one of the groups operating as a part of Castor & District Agricultural Society.

III MISSION;

The mission of the Castor & District Agricultural Society is to promote advances in agriculture and in the quality of life in our district by providing funding and leadership for programs, services and sustainable facilities based on the needs in our rural agricultural community.

IV OBJECTIVES:

The objectives of the Society shall be:

1. To encourage improvement in agriculture, horticulture, homemaking and the quality of life in the agricultural community.
2. To sponsor meetings and short courses on agricultural and homemaking subjects.
3. To sponsor an exhibition at which prizes will be awarded in agricultural, horticulture and/or homemaking classes.
4. To assist in the development of leadership in our community through the sponsoring and encouraging 4-H clubs and other youth groups and by sponsoring leadership development workshops.
5. To provide scholarships for high school graduates who are furthering their education.
6. To provide an opportunity for local producers to display and market products through sponsoring a Farmer's Market.
7. To improve the quality of life in our community by sponsoring or supporting recreational and/or cultural events.

8. To 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.
9. To support and cooperate with other community groups involved in programs for the betterment of the community.
10. To sell, manage, lease, mortgage, dispose of or otherwise deal with property of the Society within the limits of the Agricultural Societies Act.

V MEMBERSHIP:

1. Any person may become a member who:
 - a) Is interested in the objectives of the Society.
 - b) Is over 18 years of age and is a resident of the Province of Alberta.
 - c) Lifetime members are presented at the annual meeting. These memberships are not required to pay an annual fee.
 - d) Junior members, under age 18 can be members but cannot have full voting rights or serve as directors.
 - e) A membership may be cancelled by the member or by Board motion.
 - f) If a special meeting is called, no new memberships will be sold until conclusion of the meeting.

*Does not adequately *
describe the process.*

VI MEMBERSHIP FEES:

1. Membership fee in the Society shall be \$2.00 per annum or as determined at an annual meeting.
2. Membership fees shall be paid on or before the annual meeting 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.

VII BOARD OF DIRECTORS:

1. The Board of Directors of the Society shall consist of:
 - a) The President of the Society
 - b) A Vice President of the Society
 - c) Treasurer of the Society
 - d) Secretary and/or Recording Secretary of the Society
 - e) The Board will consist of 18 persons who must be elected or appointed in accordance with the bylaws of the Society.
2. Only those members of the Society who have paid their membership for the ensuing year shall be qualified to be elected as a Director or to vote at an election for a Director of the Society.
3. The Board shall provide notice to the Alberta Agriculture and Forestry Director within 30 days of changes in the membership of the Officers or Directors of the Society or in their name or address.

4. All Directors must sign and date Code of Conduct annually.

VIII POWERS AND DUTIES OF 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 from among its number and prescribe the committee duties.
3. The Board can appoint a committee to address a special need and may be disbanded when project completed.

IX TERM OF OFFICE:

1. Each Board member will be elected for a term of two years, with a minimum of nine Board members elected at each annual meeting.
2. Additional Board members may be elected at the annual meeting to complete the unexpired term of a vacancy on the Board.
3. *How many consecutive terms or years of service may a director serve?*

X ELECTION OF DIRECTORS:

1. The election of the Directors of the Society shall be held at the annual meeting of the Society
2. In the event of a vacancy; an interim director shall be appointed until next annual meeting.
3. Directors may be removed by request of the Director, or by not adhering to the Code of Conduct.
4. If a Director is not working to the benefit of the Society, a majority vote by the Board is required for removal from the Board.

XI EXECUTIVE OF THE SOCIETY:

1. The executive of the Society shall consist of a President, one Vice President, a Secretary and/or Recording Secretary, a Treasurer, or a Secretary-Treasurer.
2. At the discretion of the Board, the Past President may be appointed as a member of the Board.

XII ELECTION OF EXECUTIVE:

1. A special meeting of the newly elected Directors shall be held within one month of the annual meeting to elect an executive from its (Board of Directors) for the ensuing year.

XIII MEETINGS OF THE SOCIETY:

1. The Society shall hold an annual meeting on or before the twentieth 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 posted on Castor & District Ag Society Facebook site, on the Ag Society sign board and in local newspaper 14 days prior to the meeting.

2. Voting:
 - a) Members must be paid up.
 - b) Members in good standing may vote
 - c) No proxy voting.
 - d) Members must be 18 years and over (No junior members).

3. The order of business for the annual meeting shall be:
 - a) Reading and approval of the minutes of the last annual meeting.
 - b) Review auditor's Review Engagement report
 - c) Elect Auditor as per guidelines in Society Act for upcoming year
 - d) Reports of Officers
 - e) Reports of committees
 - f) Unfinished business
 - g) New business
 - h) Review proposed budget for upcoming financial year.
 - i) Address and review By-Law changes.
 - j) Election of Directors
 - k) Adjournment.

4. 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 Review Engagement, certified by the auditor, of the receipts and expenditures of the Society for the current financial year.
 - c) A statement, certified by the auditor, of the assets and liabilities of the Society.
 - d) A report of each activity carried out by the Society during the current financial year giving a brief description of the activity.
 - e) A separate statement for each activity referred to in clause (d) showing the amount offered and the amount actually paid out in prizes or awards and the number of entries in each class.
 - f) A separate statement for each activity referred to in clause (d) setting out receipts and expenditures.
 - g) Report on previous year's business plan.

5. Special general meetings must be called by the 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.
 - a) Twenty one day's notice will be provided to each member giving full information on the purpose of the meeting as well as the date, time and place of the meeting.
 - b) Notice of the meeting shall be posted on Castor & District Society Facebook site, Castor Ag Society sign board and in local newspaper.
6. Meetings of the Society other than annual meetings may be held at any time that the Directors may determine.
7. In case of an Emergency, Directors may be contacted by phone for unexpected event that affects the Society and requires immediate action of the Board.
8. The process to deal with specific concerns includes written concern with minimum of 10 signatures and presented two weeks prior to Board meeting. If the concern cannot be dealt with at the Board level, a special meeting shall be called within 14 days to address member issues.
9. Members may call a general meeting, with two weeks' notice, to address a concern with/or without a third party present to address a specific issue.

XIV MEETINGS OF THE DIRECTORS:

1. Director meetings shall be held upon notice to each officer at least seven days prior to the meeting.
2. The Board shall meet every two months with the exception of special meetings if necessary.

XV QUORUM:

1. 10 members at a meeting of the Society.
2. 5 directors at a meeting of the Directors constitute a quorum.
3. Members must attend in person to participate in voting.

XVI RETURNS:

1. On or before the fifteenth day of February of the next year following the annual meeting a list of the officers elected at the annual meeting, a copy of each report including the financial statement and all other reports required by the Department shall be submitted to the Alberta Agriculture and Forestry Department by the Secretary on the forms provided by the Alberta Agriculture and Forestry Department to: Grant Program Support, Agriculture and Forestry, #106, 4709 – 44 Avenue, Stony Plain, AB, T7Z 1N4

XVII OFFICERS AND DIRECTORS:

- 1. Directors shall serve on a voluntary basis without remunerations by the Society with no specified maximum years with the exception of the Life time members.**
- 2. The affairs of the Society shall be administered by the Board as directed at annual meeting or general meeting of 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 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.**
- 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.**

XVIII COMMITTEES:

- 1. Committees will be authorized by the Board of Directors.**
- 2. Each committee shall include at least one Director.**
- 3. With the exception of one Director, the balance of the committee may be recruited from the community.**
- 4. 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.**
- 5. The committee will have the power to develop needed sub-committees to complete the task.**
- 6. Committee chairs shall submit their annual report to be presented at the annual meeting, two weeks prior to the annual meeting to the Board Chairman.**

XIX DUTIES OF THE PRESIDENT:

- 1. Preside at all meetings of the Society.**
- 2. Provide leadership to the Society that will result in the achievement of the objectives of the Society.**
- 3. Exercise general supervision and direction over the business of the Society.**
- 4. Delegate tasks and responsibilities to other Board members so they may take an active part in the affairs of the Society.**
- 5. Provide for orientation of new Board members immediately after election.**

4. Delegate tasks and responsibilities to other Board members so they may take an active part in the affairs of the Society.
5. Provide for orientation of new Board members immediately after election.
6. Initiate appropriate workshops or other in-service training for Board members and the total membership that will improve the functioning of the Society.
7. Represent the Society in the community and with other community organizations.
8. Can vote only if a tie-breaker decision is necessary.

XX DUTIES OF THE VICE PRESIDENT:

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

XXI DUTIES OF THE SECRETARY:

1. Keep minutes of all meetings of the Executive, Directors and general membership of the Society.
2. Minutes of the meetings shall be emailed to Directors, with Secretary retaining a permanent hard copy.
3. Send notices of all meetings as required by the by-laws.
4. Receive and respond to all correspondence as directed by the Board.
5. On or before the fifteenth day of February each year, return to the Agriculture and Forestry Department a list of officers elected at the annual meeting for the ensuing year and a report of the year's activities, a statement of receipts and expenses, assets and liabilities for the preceding year.
6. Perform such other duties as may be directed by the Board of Directors.
7. Circulate information of interest to the general membership.
8. Maintain a list of the membership including their name, address and class of membership.
9. File all Code of Conduct forms signed by Directors.

XXII DUTIES OF THE TREASURER:

1. Maintains access to the bank statement.
2. Has authority to sign cheques.
3. Assist in presenting the records for audit.
4. Presents the audited statement at the annual meeting.
5. Helps develop fund raisers.
6. Assists in preparation of the annual budget for the upcoming year.
7. Prepare the necessary documentation required for application for general, operating or capital grants that may be available to the Society.
8. Assists in preparing the annual financial statements as required by the Department, for submission by February 15th of each year.
9. Oversees the bookkeeper.
10. Be available at the annual meeting at least one hour prior to receive membership fee for the ensuring year.
11. Perform such other duties as required by the Board of Directors.

XXIII DUTIES OF THE BOOKKEEPER:

1. Maintain such records as required by the Directors of the Society.
2. Assist in preparing the annual financial statements as required by Department, for submission by February 15th of each year.
3. Receive and deposit all funds of the Society in the bank designated by the Board of Directors.
4. Submit all bills for approval of payment to the Board of Directors.
5. Prepare cheques in payment of accounts for signature.
6. Prepare financial statement for individual committee meetings throughout the year.
7. Assist in preparing the records for audit.
8. Perform such duties as may be required by the Board.

XXIV 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 Agricultural Societies Act.
2. The funds shall be deposited to the credit of the Society in a chartered bank or other similar institutions as directed by the Board of Directors.
3. Cheques of the Society shall be signed by any two of the following:
 - a) The President
 - b) Vice President
 - c) Treasurer
 - d) Secretary
 - e) Bookkeeper
4. Any amount over \$10,000.00 for the purpose of operating the Society, must require Board executive approval by the signing authorities.

XXV 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 sums of money and may from time to time issue notes, bonds, debentures and other securities. Member approval must be given for any borrowing over \$50,000.00

XXVI 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.

XXVII 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, signed and dated by the executive will be forwarded to Alberta Agriculture and Forestry Department and any changes will be implemented immediately.
3. All By-laws and amendments will be dated, ensuring membership has the most recent copy.
4. The Secretary will keep the official copy of the by-laws with the official documents
5. Subject to the by-laws of the Society, the Directors may act on behalf of the Society and all grants and other funds of the Society shall be received and expended under their direction.

XXVIII FISCAL YEAR:

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

XXIX AUDIT:

1. The Membership shall appoint an auditor of the Society, in accordance with Societies Act, 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 at the annual meeting in the form of a Review Engagement.

XXX 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 not less than \$2,000,000 inclusive per occurrence (insuring against personal injury and property damage, including loss of use of property).

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. No member is, in their individual capacity, liable for any debt or liability of the Society.

XXXI 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 including gaming assets, remaining after paying debts and liabilities are to be disbursed to a charitable or religious group or purpose; 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 or purpose approved by the Board.

XXXII 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 member's reference shall be made to The Alberta Agricultural Societies Act which shall be the supreme authority whereby the actions and activities of the Society are managed and controlled.

SIGNATURES:

A. NICHOLS
Print name – President

A. M. Nichols
Signature - President

G. Dunkle
Print name – Vice-President

G. Dunkle
Signature – Vice-President

Larry Weber
Print name – Director

Larry Weber
Signature – Director

Marilyn Norton
Print name – Director

Marilyn Norton
Signature – Director

DATE: January 17, 2022