

Breton Agricultural Society

Bylaws

Revised November 20, 2020

- I. In these bylaws,
- a) "Act" means the Agricultural Societies Act **and Regulations of Alberta**;
 - b) "Audit" means an examination and adjustment of accounts by an auditor;
 - c) "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;
 - d) "Society" means the Breton Agricultural Society;
 - e) "Board" means the board of directors of the Society;
 - f) "Bylaws" means the Bylaws of this Society as amended;
 - g) "Director" means the Director as defined in the act;
 - h) "Executive Committee" means the President, Vice President, **Past President**, Secretary and Treasurer of the Society;
 - i) **"Special General Meeting" means any meeting of the Membership called outside of the Annual General Meeting**
 - j) "Extraordinary resolution" means a resolution passed by a majority of not less than **75%** of the votes cast at a general meeting of which not less than **21 days** written notice specifying the intention to propose the resolution as an extraordinary resolution has been given;
 - k) "Immediate family members" mean related members of a family living in the same residence;
 - l) "Real property" means land, buildings on land, fences and fixtures. Fixtures include shelves that are drilled into wall.

II. Objectives:

The object of the Breton Agricultural Society is to encourage and support improvement in agriculture and in the quality of life of persons living in the rural community by developing programs, services and facilities based on the needs in the community. The Breton Agricultural Society will accomplish this through various activities.

III. Annual General Meetings:

1. Annual meetings of the Society must, within 120 days after the conclusion of each fiscal year of the Society, be held on a day and at an hour and place decided on by the Board.
2. The primary purpose of the annual meeting of the Society is to do the following:
 - a) To review and approve financial statements and other pertinent reports;
 - b) To elect Directors
3. The following shall be the order of business at annual meetings of the Society;
 - a) Call to Order
 - b) Determination of quorum
 - c) Reading minutes of the previous annual or general meeting;
 - d) Addresses and reports of directors;
 - e) Reports of committees;
 - f) Unfinished business;
 - g) New business;
 - h) Addresses and discussions;

- i) Election of directors;
 - j) Adjournment
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:
- a) A report of the directors' activities in that year;
 - b) A financial statement prepared in accordance with the regulations;
 - c) A report listing and giving a brief description of each activity carried out by the Society in that year.
 - d) The minutes of the previous annual general meeting, for the purpose of being adopted by the society

IV. Special General Meetings:

- 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.
- 2. The Board must call a special general meeting of the Society when requested to do so by at least 25% of the members.
- 3. A request under subsection IV (2) must be in writing and state clearly the nature of the business to be transacted at the meetings.
- 4. Where the Board receives a request in accordance with subsections IV (2) and IV (3)
 - a) If the Board does not issue a call for the meeting within 14 days from the day of receiving the request, or;
 - b) 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.

V. Notice of Meetings:

- 1. The Board or members calling a general meeting of the Society must give at least 14 days' notice of the meeting
 - a) By mailing to each member of the Society, at the member's address last registered with the Society, a notice stating the hour, day and place of the meeting, OR;
 - b) By advertising the hour, day and place of the meeting in a newspaper circulating throughout the Society's locality
- 2. If the addition or repeal of or amendment to any provision of the Bylaws of the Society or its memorandum Society is to be proposed at the meeting, the intent of the proposed change must be included in the notice of the meeting.
- 3. Notwithstanding section IV(1), the directors shall provide a minimum of 30 days' notice if the meeting is called for the purpose of selling, purchasing, mortgaging, leasing for over 1 year or to otherwise dispose of any real property owned by the Society.

VI. Quorum:

- 1. At an annual meeting of the Society **twelve (12)** members constitutes a quorum for the transaction of business at the annual meeting.
- 2. Five (5) directors, or a majority of the directors, whichever is greater constitute a quorum for the transaction of business at a meeting of the Board.
- 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 rescheduled for one (1) week later at the same place and time. 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.

VII. Voting:

1. At a general meeting of the Society, a majority vote of the members' casting votes may decide all questions, except when an extraordinary resolution is required.
2. Each membership in good standing is allowed one vote on any question.
3. No member may vote by proxy.
4. At the approval of the Board, alternative methods of voting may be acceptable.

VIII. Composition and Election of the Board:

1. The Board of a Society must consist of eleven (11) directors in accordance with the Act.
2. Any member of good standing is eligible to be elected as a director.
3. Candidates for election to the office of director must be nominated openly at a general meeting of the Society.
4. A general meeting of the newly elected Directors shall be held within one (1) month of the annual meeting to elect from its directors a President, Vice-President, Treasurer and Secretary.
5. At the first annual general meeting (after the approval of our bylaws) voting members elect 6 directors; each serving a two (2) year term, the following year (second AGM after the bylaws have been approved) at the annual general meeting the members elect 5 directors; each serving a two (2) year term. Thus the rotation of elections would be 6 in one year for a two year term and 5 in the next year for a two year term.
6. Subject to subsection VIII (4), the term of office of a director is 2 years.
7. The President serves for a period of two (2) years but remains on the Board of Directors for one (1) more year and the Vice President shall become President,
8. Retiring directors are eligible for re-election. Directors may serve an unlimited number of consecutive terms.

IX. Powers and Duties of the 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 of the in a general meeting.
2. The Board may appoint an executive committee and prescribe the committees duties.
3. The Board will develop a business projection plan to present for information to the membership at the annual meeting
4. The Board shall be responsible for providing policy, procedures, and terms of reference to all committees of the Society.
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.
6. No one (1) individual will carry more authority than another unless operating within Board approved Policies
7. The Board shall be responsible to see that the duties of directors, officers, employees and volunteers are proper.

X. Duties of the Officers of the Society:

1. President

- a) Supervises the affairs of the Board;
- b) When present, chairs all meetings of the Society, the Board, and the Executive Committee;
- c) Is an ex-officio member of all Committees;
- d) Acts as a spokesperson for the Society;
- e) Is a member of the Executive Committee;
- f) Ensures new Board members orientation is completed within 60 days of their being elected or appointed;
- g) Carries out other duties as assigned by the Board.

2. Vice-President

- a) Presides at meetings in the President's absence. If the Vice President is missing, the Directors elect a Chairperson for that meeting;
- b) Replaces the President at various functions when asked to do so by the President or Board;
- c) Is a member of the Executive Committee;
- d) Carries out other duties assigned by the Board.

3. Treasurer

- a) Ensures all monies paid to the Society are deposited into a chartered bank or institution as directed by the Board of Directors;
- b) Make sure a detailed account of revenues and expenditures is presented to the Board as requested;
- c) Presents the Society's records to the designated accountant for review and preparation of a review engagement statement;
- d) Makes sure a review engagement statement of the Society is prepared and presented at the annual general meeting;
- e) Is available at the annual meeting at least one hour prior to receive membership fees for the ensuing year;
- f) Prepare the necessary documentation required for application for any grants that may be available to the Society and submit before deadlines;
- g) Is a member of the Executive Committee and;
- h) Carries out other duties assigned by the Board.

4. Secretary

- a) Attends all meetings of the Society, the Board and Executive Committee;
- b) Keeps accurate minutes of these meetings;
- c) Notifies the membership and directors of meetings as required by the Bylaws;
- d) Receive and respond to all correspondence as directed by Board;
- e) Makes sure a record of names and addresses of all members of the Society is kept;
- f) 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 general 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.

g) Carries out other duties assigned by the Board.

5. Past President

- a) Attends all meetings of the Society, the Board and the Executive Committee;
- b) Supports the Current Chairperson
- c) Assists with Board recruitment and orientation to the Board
- d) Assists with Board Training
- e) May chair special events
- f) Provides historical continuity about the Boards activities
- g) Chairs the nominating committee
- h) Term is one year immediately following their last term as President

XI. Meetings of the Board:

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.
 - a) A President and;
 - b) A Vice-President and;
 - c) A Treasurer and;
 - d) A Secretary
2. The Board must hold a meeting not less than once every three (3) months as required by the Act and, subject to subsection XI (1); the Board may hold other meetings on days and at places and times decided by the Board. Additional meetings may take place by participation in person, telephone, video conference or other suitable methods agreed upon by the board. All directors will be notified by email for all meetings.
3. The secretary shall give each director at least one (1) week notice of all regular meetings of the directors.
4. 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 to be necessary.
5. The secretary must give each director one (1) hours' notice of an emergency meeting,
 - a) Stating the time and place/method at which it is to be held, and;
 - b) Stating, in general terms, the nature of the business to be transacted at the meeting.
6. A meeting will be deemed emergency if there is an urgent matter that must be resolved before the next regular scheduled meeting. ie; safety issues, human resources, legal, emergency.
7. Notwithstanding this section, if all the directors are present an official meeting may take place, it is deemed to have been properly called whether or not the notice of the meeting has been given or properly given.

XII. Proceedings at Board Meetings:

1. Five (5) directors, or a majority of the directors, whichever is greater constitute a quorum for the transaction of business at a meeting of the Board.
2. The President may vote on any question, but having done so, the President does not have a casting vote in the event of a tie. All other directors have one vote unless there is a conflict of interest.
3. If there is not a majority in favor of a motion, the motion is lost.
4. At the meeting of the Board held before the annual general meeting of the Society, the directors are to adopt a report covering all activities of the Society for the preceding year for presentation to the annual meeting.
5. Minutes must be taken at each meeting and approved as part of the following meeting.

XIII. Vacating a Director's Office:

1. Where a director fails to attend three (3) consecutive meetings of the Board where 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.
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.
3. Where a director's office is vacated under this section, the Board may forthwith fill the vacancy by appointing another member of the Society to fill the position until the next AGM. The appointed director is eligible to run for the position at an open election by the membership to fill the vacant position to the end of the original director's term.
4. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership in accordance with Section XXII.

XIV. Committees:

1. Standing or a special committee may be established or disestablished by the Board.
2. Each committee will have at least one director who will act as the liaison to the Board, the balance of the committee may be recruited from the general public.
3. The Board shall establish in writing the operational guidelines (Terms of Reference) for each committee.
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.
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 be operated within the limited authority granted.

XV. Execution of certain documents:

1. 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.

XVI. 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 Act.
2. The funds shall be deposited to the credit of the Society in a chartered bank or other institution as directed by the Board;
3. Investment of the Society funds must be in accordance to Section 29(3) of the Trustee Act.
4. Cheques of the Society shall be signed by any two (2) of the following in accordance with the Act:
 - a. The President
 - b. The Vice President
 - c. The Treasurer
5. Signing Authorities are authorized to disperse funds up to but no greater than \$1000 per transaction without Membership approval.

XVII. 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 money and from time to time issue notes, bonds, debentures and other securities.
2. The Board may not borrow more than \$5000 without authorization of the members of the Society.

XVIII. Fiscal Year:

1. The fiscal year of the Society in the year beginning on November 1 and ending on the following October 31.

XIX. Auditor:

1. No person holding office in or employed by the Society is to eligible to be appointed as the auditor of or to perform any of the duties of the auditor of the Society.
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.
3. The auditor must be a member in good standing of an association of accountants recognized by the Director.

XX. Financial Statements:

1. The financial statement referred to in Section 111 of the bylaws in accordance with the Act must be a review engagement report or audit report prepared by a professional accounting firm in accordance with Part 3 of the Chartered Professional Accountants Act.

XXI. Membership:

1. A person may become a member of the Society if that person pays the membership fee and is interested in the objectives of the Society.
2. Subject to subsection XXI (1), a person who is 18 years of age or older may become a voting member as provided for under the Act.
3. Payment of the membership fee entitles the person paying it to the privileges of membership for the year the fee is paid and responsibilities of membership including voting in the election for the Board of Directors provided the membership is purchased thirty (30) days prior to the annual meeting.
4. A person under the age of 18 may become a non-voting member
5. A designation under subsection XXI(4)
6. Must be in a form acceptable to the Society;
7. Must be furnished to the Society at the time the membership fee is paid, and;
8. May be changed from time to time by a like designation.
9. The Board reviews and determines membership fees by motion of the Board.
10. Membership fee shall be \$1.00 per year or as determined at an annual meeting
11. Membership fees shall be paid before the annual meeting and shall be valid until the next annual meeting
12. At the time a Special Meeting of the Society is called no memberships may be sold until the business of the Special Meeting is concluded.

XXII. Suspension of Membership:

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:
 - 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 failed 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 out by single registered mail to the last known address of the member shown in the records of the Society or 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 this 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 matter 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.

XXIII. 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 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.
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.

XXIV. 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. The Society shall at all times maintain directors and officers liability insurance.

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

XXV. Amendments to the Bylaws:

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.
2. Two (2) 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.
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.

XXVI. Parliamentary Authority:

1. The rules contained in the current edition of Robert's 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 the bylaws and any special rules of order that the Society may adopt.

XXVII. 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 remaining after paying all debts are to be paid to a non-profit organization which has objectives similar to those of the Society.
3. Members are to select the organization to receive the assets at a special meeting called for that purpose.

XXVIII. Code of conduct

1. The society shall establish a code of conduct for its members, officers, directors and employees.
2. The code of conduct must include provisions respecting conflicts of interest.
3. Every member, officer, director and employee of a society shall comply with the society's code of conduct.
4. Every officer, director and employee of the society shall read the code of conduct and sign an acknowledgement that the officer, director or employee has read and will comply with the code of conduct.
5. See appendix 1 and 2

XXIV. All Other Matters:

1. 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 or special meeting called for the purpose of these documents consisting of members of the Breton Agricultural Society.

Signed before the people at the meeting at Breton, in the province of Alberta this () day of (), 2020.

President: _____

Vice-President: _____

Director: _____

Director: _____