

Rich Lake Recreation and Agricultural Society Bylaws

December 2016

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Rich Lake Recreation and Agricultural Society Bylaws

Revised December 2016

This society was chartered on the 22nd day of August in the year 1988, by law under the authority of the Agricultural Societies Act, and will be governed by the following regulations in compliance with the Agricultural Societies Act and Lac La Biche County.

I. Definitions

In these bylaws,

- a) "Act" means the Agricultural Societies Act 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 Rich Lake Recreation and Agricultural Society;
- e) "Board" means the Board of Directors of the Society;
- f) "Bylaws" means the Bylaws of the Society as amended;
- g) "Director" means the Director as defined in the Act;
- h) "Executive Committee" means the President, Vice President, Secretary, and Treasurer of the Society
- i) "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;
- j) "Immediate family members" means related members of a family living in the same residence;
- k) "Member" means a member of the Society; and
- l) "Real property" means land, buildings on land, fences, and fixtures. Fixtures include shelves that are drilled into the wall.

II. Objectives

As stated in the Agricultural Societies Act of Alberta Section 3; "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."

Further specific objectives include, but shall not be limited to:

- a) Developing facilities and programs that provide opportunities for families in our rural and urban communities to experience and understand our cultural heritage, by promoting agricultural food production, entertainment, and recreation to enjoy a healthy lifestyle;
- b) Sponsor an annual major agricultural event;
- c) Develop activities to encourage and interest youth in the work of agricultural societies and services; and
- d) To support and assist in the maintenance of facilities in the area.

The Rich Lake Recreation and Agricultural Society will accomplish this through various activities such as agricultural events, rodeos, gymkhanas, riding clubs, heritage and cultural events, community youth programs, community beautification, and/or 4-H.

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 by the Board.
2. The primary purpose of the annual meeting of the Society is to do the following:
 - a. To review and approve the financial statements and other pertinent reports; and
 - 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. Report of President;
 - e. Reports of committees;
 - f. New business;
 - g. Election of Directors; and
 - h. 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 list of Members of the Society at the end of that year;
 - c. A financial statement prepared in accordance with regulations; and
 - d. A report listing and giving a brief description of each activity carried out by the Society in that year.

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 and 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 and/or before selling, mortgaging, leasing for over one (1) year, or otherwise disposing of any real property owned by the Society.
3. A request under Section IV(2) must be in writing and state clearly the nature of the business to be transacted at the meeting.
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 and/or emailing and/or telephoning each Member of the Society, at the Members address, email address, and/or telephone number last registered in the office of 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 of 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 over one year or to otherwise dispose of any real property owned by the Society.

VI. Quorum

1. At a meeting of the Society, ten (10) Members constitute a quorum for the transaction of business at a general meeting of the Society.
2. Five (5) Directors 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 time and place. 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 in accordance with Section XXI(2) 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 a minimum of twelve (12) Directors in accordance with the Act and a maximum of thirteen (13) Directors.
2. Any Member in good standing or the representative of a corporation that is a Member in good standing is eligible to be elected as Director.
3. Candidates for the election to the office of Director must be nominated openly at a general meeting of the Society.
4. At each annual general meeting, voting Members elect four (4) directors; each serving a term that ends at the close of the second annual general meeting following the annual general meeting at which these directors were elected.
5. Subject to subsection VIII (4), the term of office of a Director is one (1) year.
6. Retiring Directors are eligible for re-election.

IX. Powers and Duties of the Board

1. The Board is to direct and supervise the business of the Society, in the best interest 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 or other committees and prescribe the committees' duties.
3. The Board will develop a budget 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.

X. Duties of the Officers and Secretary 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 the 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; and
 - g. Carries out other duties assigned by the Board.
2. Vice-President
 - a. Presides at meetings in the President's absence. If the Vice-President is also absent, the Directors elect a chairperson for that meeting;
 - b. Replaces the President at various functions when asked to do so by the President or the Board;
 - c. Is a member of the Executive Committee; and
 - d. Carries out other duties assigned by the Board.
3. Secretary
 - a. Attends all meetings of the Society, the Board and the Executive Committee, unless directed otherwise by the members;
 - b. Keeps accurate minutes of these meetings;
 - c. Notifies the membership and directors of meetings as required by the Board;
 - d. Receives and responds to all correspondence as directed by the 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 forward to Alberta Agriculture and Rural Development or its successor governmental authority (ARD), the annual return of 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, and the Society's three year business plan;
 - g. Is a member of the Executive Committee; and
 - h. Carries out other duties as assigned by the Board.
4. 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. Makes 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 to the annual general meeting;
- e. Is available at the annual meeting at least one hour prior to the meeting 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.

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;
 - b. A Vice-President;
 - c. A Secretary; and
 - d. A Treasurer.
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 on by the Board.
3. The secretary shall give each Director at least two (2) weeks' notice of all regular meetings of the Directors.
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.
5. The Secretary must give each Director notice of a special meeting,
 - a. stating the time and place 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. Notwithstanding this Section, if all the Directors are present at a Directors' meeting, it is deemed to have been properly called whether or not the notice of the meeting has been given or properly given.
7. Any regular or special meeting of the Board may be held by telephone conference call and, if necessary, any decisions requiring the vote of the Board can be counted and documented by electronic mail to and from all voting directors.

XII. Proceedings at Board Meetings

1. Five (5) Directors 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.
3. If there is not a majority in favour of a motion, the motion is lost.
4. At the meeting of the Board held before the annual 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.

XIII. Vacating a Director's Office

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.
 - a. Where a director or a corporation whose representative is a director ceases to be a Member of the Society, the office of that director is to be declared vacant by the Board.
2. Where a Director's office is vacated under this section, the Board may forthwith appoint a new Director to fill the vacancy in accordance with Section 17 of the Act.
3. The Board, at a special meeting of the Board called for that purpose, may suspend a Director's membership in accordance with Section XXI and XXII of the bylaws.

XIV. Committees

1. Standing or special committees may be established by the Board.
2. Each committee will have at least one (1) director who will act as the liaison to the Board.
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 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 in writing to bind the Society, the authorization must be clear and the committee must operate within the limited authority granted.

XV. 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 a properly approved motion of the Board.

XVI. Society Funds

1. The funds of the Society, however derived, shall not be expended for any purpose 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 Society funds must be in accordance with 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; or
 - c. The Treasurer.

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, debenture, and other securities.
2. The Board may not borrow more than Twenty Thousand Dollars (\$20,000) without the authorization of the Members of the Society.

XVIII. Fiscal Year

The fiscal year of the Society is the year beginning October 1 and ending the following September 30.

XIX. Auditor

1. No person holding office in or employed by the Society is eligible to be appointed as the auditor of or to perform any 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 III of the bylaws in accordance with the Act must be a review engagement report or audit report prepared by a
 - a. Certified General Accountant; or
 - b. Certified Management Accountant; or
 - c. Chartered Accountant.

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. Subject to subsection XXI(1), a corporation may be a Member of the Society.
4. Where a corporation becomes a Member of the Society, the corporation must, in accordance with subsection XXI(1), furnish the Society with a designation of a person who is to be the only corporation's representative with the right to attend meetings of the Society, to vote, and to be a director.
5. Payment of the membership fee entitles the person or company paying it to the privileges of membership for the year of which the fee is paid.
6. A person under the age of 18 may become a non-voting Member.
7. A designation under subsection XXI(4)
 - a. Must be in a form acceptable to the Society;
 - b. Must be furnished to the Society at the time the membership fee is paid; and
 - c. May be changed from time to time by a like designation upon approval of the Board.
8. The Board reviews and determines membership fees by duly approved motion of the Board.

XXII. Suspension of Membership

1. The Board, at a special meeting of the Board called for that purpose in accordance with Section IV of the bylaws, may suspend a Member's membership for 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 function of the Society; or
 - d. If the Member has done or failed to do anything judged to be harmful to the Society.
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 to the affected Member will be sent by single registered mail to the last known address of the Member shown in the records of the Society. This notice may also be hand 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 the 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 matters by secret ballot.
9. The decision of the Board is final.

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 terminated upon his, her or its death.
3. The Board may, by extraordinary resolution at a special general meeting of the Society called for that purpose, expel any Member if the Member commits any of the acts set out in Section XXII(1) or for any cause which is deemed sufficient in the interests of the Society. This decision is final.
4. No right or privilege of any Member is transferable to another person.
5. Although a Member ceases to be a Member, they are liable for any debts owed 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 cause 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 personal capacity, liable for any debt or liability of the Society.

XXV. Amendment 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 ARD in accordance with the Act.
3. The bylaws shall be reviewed annually by the Board prior to the next annual meeting and any amendments shall be approved by the membership at the annual meeting, or a special meeting called for that purpose.

XXVI. Dissolution of the Society

1. In the event of a dissolution of the Society, 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 the 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.

XXVII. 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 governing authority under which the actions and activities of the Society are managed and controlled.

Acknowledgement and Approval of Bylaws

These bylaws and regulations were acknowledged and approved before a general meeting, or special meeting of Members of the Rich Lake Recreation and Agricultural Society called for that purpose.

Signed before the people at this meeting at Rich Lake, in Lac La Biche County, in the Province of Alberta this ____ day of _____, in the year _____.

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
