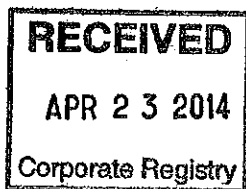


# By-laws



Revised: February 8<sup>th</sup>, 2014

## **Article I - Preamble**

### **1.1 The Society**

The name of the society is the Alberta Association of Agricultural Societies which may also be known or referred to as the AAAS

### **1.2 The Bylaws**

The following articles set forth Bylaws of the Alberta Association of Agricultural Societies

## **Article 2 – Definitions and Interpretations**

### **2.1 Definitions**

In these Bylaws, the following words have these meanings.

- 2.1.1 *Act* means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it
- 2.1.2 *Annual General Meeting* means the Annual General Meeting described in Article 3
- 2.1.3 *Board* means the Board of Directors of AAAS
- 2.1.4 *Bylaws* means the Bylaws of AAAS as amended
- 2.1.5 *Director* means any person elected or appointed to the Board. This includes the President and the immediate Past President
- 2.1.6 *Executive Committèe* means any Officer listed in Article 10
- 2.1.7 *General Meeting* means an Annual General Meeting or Special Meeting
- 2.1.8 *Member* means voting members
- 2.1.9 *Officer* means President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, and Past President
- 2.1.10 *Registered Office* means the registered office for AAAS
- 2.1.11 *Senior Staff* means the person(s) charged with the management of the organization by the Board
- 2.1.12 *AAAS* means the Alberta Association of Agricultural Societies
- 2.1.13 *Special Assessment* means a tariff or levy that is implemented for a single purpose and not general operations of the organization
- 2.1.14 *Special Meeting* means a meeting of the membership to discuss something out of the ordinary and must be dealt with before the next Annual General Meeting
- 2.1.15 *Special Meeting of the Board* means any meeting of the Board not regularly scheduled
- 2.1.16 *Special Resolution* means a resolution passed
  - a) at a General Meeting of which not less than 30 days' notice specifying the intention to propose the resolution has been duly given, and
  - b) By the vote of not less than 75% of those members who, if entitled to do so, vote in person

### **2.2 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa
- 2.2.2 Corporation: words indicating persons also include corporations.
- 2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

### **Article 3 – Annual General Meetings**

3.1 AAAS shall hold an annual meeting of the members not later than the last day of March in each year.

3.2 The Primary purpose of the annual meeting of AAAS is to do the following:

- a) To review and approve financial statements and other pertinent reports

3.3 The following shall be the order of business and annual meetings of AAAS

- a) Call to Order
- b) Determination of Quorum
- c) Approval of the minutes of the previous general meeting
- d) Presidents Report
- e) Senior Staff Reports
- f) Other Reports
- g) Business Arising
- h) New Business
- i) Addresses and Discussion
- j) Presentation of new Directors
- k) Adjournment

### **Article 4 – Special Meetings**

4.1 A special general meeting of AAAS 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 AAAS when requested to do so by at least ten percent (10%) 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,

- a) If the Board does not issue a call for the meeting within thirty (30) days from the day of receiving the request or;
- b) If the meeting called is not held within sixty (60) days from the day of the Board receiving the request

the members making the request, or any other ten percent (10%) or more of the members, may call a meeting of AAAS

4.5 At any **Special Meeting** of the AAAS, a majority vote of the members' casting votes may decide all questions except when a larger majority is required under these Bylaws or by the Act.

4.6 Each member in attendance at the Special Meeting is allowed one vote on any question

4.7 No member may vote by proxy, **Members must be present to vote.**

### **Article 5 – Notice of Meetings**

5.1 The Board calling a general meeting of AAAS must give at least 30 days' notice of the meeting

- a) By mailing to each member of AAAS, at the members address last registered in the office of AAAS, a notice stating the hour, day and place of the meeting.

5.2 If the addition or repeal of, or amendment to any provision of the Bylaws of AAAS is to be proposed at the meeting, the intent of the proposed changes must be included in the notice of the meeting.

5.3 Notice of a special meeting shall be given to each member by mail, fax, email, or telephone at least fourteen (14) days prior to the meeting date and shall include the purpose for which the special meeting is being called.

#### **Article 6 – Quorum**

6.1 At a meeting of AAAS forty (40) members constitutes a quorum for the transaction of business at a general meeting or special general meeting of AAAS

6.2 Five (5) Directors, constitute a quorum for the transaction of business at the meeting of the Board

6.3 A quorum of the Executive will be four (4) for the transaction of business at the meeting of the Executive

#### **Article 7 – Voting**

7.1 At any Annual General meeting or Special Meeting of AAAS, a majority vote of the members' casting votes may decide all questions except when a larger majority is required under these Bylaws or by the Act

7.2 Each member in attendance is allowed one vote on any question.

7.3 No member may vote by proxy. Members must be present to vote

7.4 The Board will determine the acceptable form of voting.

#### **Article 8 – Composition and Election of the Board**

8.1 The affairs of AAAS shall be governed by a Board of Directors, consisting of 10 persons.

8.2 The immediate Past President shall be an ex-officio of the Board

8.3 Nine (9) Directors, representing the six regions in Alberta, as authorized in accordance with Alberta Agriculture Regions and Districts 1984, and one (1) Director representing the Service Members of AAAS are as follows;

- a) Region 1 – One (1) Director
- b) Region 2 – One (1) Director
- c) Region 3 – Two (2) Directors
- d) Region 4 – Two (2) Directors
- e) Region 5 – Two (2) Directors
- f) Region 6 – One (1) Director
- g) Service Member – One (1) Director

8.4 Director(s) must be a member of an agricultural society who are members or staff of the society within the region they represent, or a Service Member of AAAS

8.5 All Directors shall be elected to serve a term of three years including the Service Member Director.

8.6 To afford continuity three (3) Regional Directors shall be elected each year.

8.7 Directors shall only serve for three (3) continuous terms, and must take one (1) year off prior to running for re-election as a Director.

8.8 In the event of a resignation, death, or incapacity of any Director, the Board may appoint an eligible person to fill such vacancy, for the balance of the term of the Director being replaced.

## **Article 9 – Powers and Duties of the Board**

- 9.1 The Board is to direct and supervise the business of AAAS, and may exercise all the powers of AAAS that are not required to be exercised by the membership in a general meeting.
- 9.2 The Board will elect an Executive Committee as described in Article 11.1 and determine its duties.
- 9.3 The Board will develop a budget to present for information to the membership at the Annual General Meeting
- 9.4 The Board shall be responsible for providing policy, procedures and terms of reference to all committees of AAAS.
- 9.5 Directors and Officers shall serve on a voluntary basis without remuneration by the AAAS. Eligible Board expenses will be reimbursed in accordance with Board Policy.
- 9.6 No one (1) individual will carry more authority than another unless operating within Board approved policies

## **Article 10 – Duties of the Officers**

- 10.1 The President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer, and Past President, are Officers of AAAS.
- 10.2 The term for the President shall be a maximum of three consecutive one (1) year terms elected by the Board, unless in the second or third year they cease to be a member of the Board of Directors
- 10.3 The President shall become Past President after completion of their term as President and shall not be eligible for re-election for the position of President for three (3) years following their completed term as President
- 10.4 The President chairs all Board of Directors meetings. In the absence of the President, one of the Vice Presidents shall act on their behalf.
- 10.5 The Officers shall form an Executive Committee and subject to these Bylaws, have full authority to act for the Board between meetings of the Board. All funds of AAAS shall be received and disbursed under the Executive Committee's direction upon approval of the Board.

## **Article 11 – Meetings of the Board**

- 11.1 At the first regular meeting of the newly elected Board after each Annual General Meeting of AAAS, the Board is to elect the executive from its own number.
- a) President, and;
  - b) 1<sup>st</sup> Vice President, and;
  - c) 2<sup>nd</sup> Vice President, and;
  - d) A Treasurer
- 11.2 The Board must hold a regular meeting not less than four(4) times a year
- 11.3 Each Director is provided at least 30 days' 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 Each Director shall receive 14 days written notice of a special meeting by mail, fax, or email and/or three (3) days by telephone
- 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

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.

#### **Article 12 – Proceedings at Board Meetings**

12.1 The President may make motions or vote on any question.

12.2 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 the motion, the motion is lost.

12.4 At a regular meeting of the Board held before the Annual General Meeting of AAAS, the Directors are to adopt submitted reports covering the activities of AAAS for the preceding year for presentation to the Annual General Meeting.

#### **Article 13 – Removal of Officers and Directors**

13.1 The office of a Director or Officer is to be declared vacant whenever he or she:

- a) ceases to be a member of the AAAS
- b) dies, or
- c) submits a letter of resignation to the Board

13.2 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 a majority vote of the Board.

13.3 A vacancy created by the removal of a director or officer may be filled by election or appointment at the meeting at which a Director or Officer is removed. However, the Board shall remain properly constituted notwithstanding one or more vacancies on the Board. No urgency exists to immediately elect or appoint a replacement as any vacancy will automatically be addressed at the next AGM

#### **Article 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

#### **Article 15 – Execution and Retention of Certain Documents**

15.1 All contracts, financial, and legal documents must be signed by the officers of AAAS or Senior Staff as authorized by the Board.

15.2 The Board shall adopt a common seal of the AAAS. The senior management is responsible to provide for its safe custody. The seal shall not be used except by the authority of the Executive Committee and in the presence of two signing authorities who shall sign every instrument to which the seal is affixed

15.3 Minutes of all Annual General Meetings, Special Meetings and Board meetings shall be prepared and entered in books to be kept for that purpose, by the Senior Staff

15.4 Other books and records as required shall be prepared and kept by the Senior Staff

## **Article 16 – Society Funds**

- 16.1 The funds of AAAS, however derived, shall not be expended for any objects inconsistent with those of AAAS or the Act.
- 16.2 The funds shall be deposited to the credit of AAAS in a chartered bank or other institution as directed by the Board.
- 16.3 Investment of Society funds must be in accordance to Section 29(3) of the Trustee Act

## **Article 17 – Borrowing by AAAS**

- 17.1 For the purpose of carrying out its objectives, AAAS may borrow, raise or secure funding in such a manner as it deems necessary, subject to the guidelines in the Societies Act of Alberta

## **Article 18 – Fiscal Year**

- 18.1 The fiscal year of AAAS is the year beginning on November 1<sup>st</sup> and ending on the following October 31<sup>st</sup>.

## **Article 19 – Auditor**

- 19.1 No person holding office in or employed by AAAS is eligible to be appointed as the auditor or to perform any of the duties of the auditor of AAAS.
- 19.2 The accounting records of AAAS shall be audited annually, by a duly qualified firm authorized by the Board. A complete and proper statement of the financial affairs of AAAS shall be presented to the members at the Annual General Meeting of AAAS.
- 19.3 Members of AAAS shall have the right to inspect the accounting records of AAAS, by giving reasonable notice to the office of AAAS that the member would like to inspect the accounting records in the office of AAAS.

## **Article 20 – Financial Statements**

- 20.1 The financial statement referred to in Article 19 of the Bylaws must be an audit report prepared by a Chartered Accountant.

## **Article 21 - Membership**

- 21.1 Regular member shall be any agricultural society, incorporated and in good standing under the provisions of the Agricultural Societies Act, and shall be eligible for full membership in AAAS upon payment of the prescribed membership fee.
- 21.2 Service member shall be any individual, corporation, firm, or organization interested in the improvement of Agricultural Societies in Alberta, and may apply for membership in AAAS, and shall be eligible as a Service Member upon approval of the Board.
- 21.3 An Honorary Life membership is a person who is a member of an agricultural society and who has made valuable and noteworthy contributions to the development and advancement of agricultural societies in Alberta. Honorary Life memberships are a recognition membership that carries no voting privileges.
- 21.4 Society membership dues are invoiced and applicable based on a calendar year.
- 21.5 All members have the right to attend the Annual General Meeting and Special Meetings
- 21.6 Any member may withdraw from membership in the Society by giving notice in writing to the Society

21.7 Upon recommendation of the Board and a two-thirds (2/3) majority vote of the members in any general meeting of AAAS, a member may be expelled from AAAS for any cause deemed reasonable by AAAS.

21.8 Members who have been expelled may request an eligibility review to the Board after a one (1) year period

#### **Article 22 – Fees and Assessments**

22.1 Membership fees must be approved by a two-thirds majority vote of the membership of AAAS at the Annual General Meeting.

22.2 Changes to these membership fees may only be made upon the recommendation from the Board

22.3 Notice of changes to the membership fees shall be made in the form of a Special Resolution which shall be mailed with the notice of an Annual General Meeting or special meeting of the Association

22.4 Special assessments may be levied at any general meeting on a two-thirds majority vote of the members present. Such special assessments shall be in the form of a Special Resolution and a copy of the resolutions shall be mailed with the notice of a general or special meeting of AAAS

22.5 Non-payment of membership or assessment fees shall result in the member Agricultural Society being suspended, provided that adequate notice and opportunity to pay their fees as invoiced has been given. Two (2) written notices shall be considered adequate notice, and the suspension shall be in force until reinstated by the Board, subject to payment of the membership dues by the suspended member

#### **Article 23 – Security**

23.1 AAAS shall at all times maintain theft insurance or fidelity insurance against loss or damage caused by employees, officers, and Directors

23.2 AAAS shall at all times maintain general liability insurance in an amount not less than \$5,000,000 inclusive per occurrence (insuring against personal injury and property damage (including loss of property)

23.3 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)

23.4 AAAS shall at all times maintain directors and officers liability insurance in an amount not less than \$2,000,000.

#### **Article 24 – Amendments to the Bylaws**

24.1 Bylaws can be amended by Special Resolution at an Annual General Meeting of AAAS

24.2 Notice of such a special resolution must be given to the office of AAAS at least sixty(60) days prior to the Annual General Meeting and must be mailed to all members of AAAS along with the notice of the Annual General Meeting a minimum of thirty (30) days prior to the date of the meeting

#### **Article 25 – Parliamentary Authority**

25.1 The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern AAAS in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order AAAS may adopt

#### **Article 26 – Dissolution of AAAS**

26.1 AAAS may not distribute its property or pay dividends to its members



26.2 If AAAS 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 AAAS

26.3 Members are to select the organization to receive the assets at a special meeting called for that purpose

**Article 27 – All Other Matters**

27.1 In the event that these regulations do not adequately cover a situation or concern of the Officers, Directors, or members, reference shall be made to the Act which shall be the supreme authority whereby the actions and activities of AAAS are managed and controlled

**Acknowledgement of Bylaws**

These bylaws were approved by Special Resolution at the AAAS Annual General Meeting in Edmonton on February 8, 2014.

President

Doug Kryzanowski

PRINT NAME

[Signature]

SIGNATURE

1<sup>st</sup> Vice President

ROSS

PRINT NAME

Denbie Ross

SIGNATURE

2<sup>nd</sup> Vice President

[Signature]

PRINT NAME

Frank Joseph

SIGNATURE

Treasurer

Chris Gissman

PRINT NAME

[Signature]

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Director at Large

Keith Bailey

PRINT NAME

KBailey

SIGNATURE

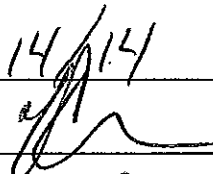
**ALBERTA ASSOCIATION OF AGRICULTURAL SOCIETIES**

**SPECIAL RESOLUTION**

I hereby certify that the following special resolution was passed at the annual general meeting of the members of **Alberta Association of Agricultural Societies, Corporate Access Number 500077144** on **February 8, 2014**.

The bylaws were amended as follows:

The existing by-laws are repealed. They are replaced by the attached by-laws.

DATE: MAY 14 / 14  
SIGNATURE:   
PRINT NAME: TIM CARSON  
TITLE: Chief Executive Officer

**RECEIVED**  
JUN 24 2014  
Corporate Registry

**FILED** 102  
JUN 24 2014  
Registrar of Corporations  
Province of Alberta