

Camrose Regional
Exhibition
And
Agricultural Society
Bylaws

January 31, 2020

Camrose Regional Exhibition and Agricultural Society

Bylaws

Revised January 31, 2020

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) "Society" means the Camrose Regional Exhibition and Agricultural Society, also known as the Camrose Regional Exhibition or CRE;
- d) "Board" means the board of directors of the Society;
- e) "Bylaws" means the Bylaws of this Society as amended;
- f) "director" means the director of the Society;
- g) "Executive Committee" means the President, Vice President, Secretary, and Treasurer of the Society;
- h) "Special 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;
- i) "Immediate family members" means related members of a family living in the same residence;
- j) "Real property" means land, buildings on land, fences and fixtures. Fixtures include shelves that are drilled into the wall.

II. Objectives:

CRE Vision: CRE will make a difference by continually challenging how to provide value to the community we serve.

CRE Mission: Through Innovation and collaboration with everyone, we create IT.

CRE Charitable Purposes:

1. To operate and maintain public grounds in Camrose, Alberta where community activities take place such as; agriculture, horticulture, recreation, sports and arts take place to encourage the Community's education and appreciation.
2. To advance education, knowledge and learning opportunities with the youth demographic through leadership programs, volunteer opportunities, and programming opportunities.
3. Advance education on rural economic opportunities and challenges through online and in person engagements.
4. To maintain and foster the spirit of Community through memberships, volunteerism and the organization of community events.
5. To maintain our facilities/grounds in proper working order in the event of a regional disaster so we can fulfill our mandate to become a Regional Shelter for those affected.

6. To undertake such programs and activities as the Board of Directors feel are conducive to achieving the overall purposes of the society.
7. To sell, manage, lease, dispose of or otherwise deal with the property of the Society within the limits of "The Agriculture Societies Act" published by the Government of Alberta.

III. Annual General Meetings:

1. Annual meetings of the Society must, within 105 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 financial statements and other pertinent reports;
 - b. To elect Directors
3. The following shall be the order of business at an annual meeting 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 officers;
 - 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 financial statement prepared in accordance with the regulations;
 - b. A report on the implementation of the previous year's business plan;
 - c. The minutes of the previous annual general meeting for the purpose of being adopted by the Society;
 - d. For every committee of the Society, a report of the committee respecting its activities during the past 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 or advisable.
2. The Board must call a special general meeting of the Society when requested to do so by no fewer than ten (10) members.
 - a. A request under subsection IV (2) must be in writing and state clearly the nature of the business to be transacted at the meeting.
 - b. Where the Board receives a request in accordance with subsections IV(2) and IV(3), the President shall call a special general meeting within 14 days to address the concern.

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 members address last registered in the office of the Society, a notice stating the hour, day and place of the meeting, AND;
 - b. By advertising the hour, day and place of the meeting on the Society's website, and/or on social media, and/or advertising in a newspaper circulating throughout the Society's locality
2. Notwithstanding section IV(1), the directors shall provide a minimum of 21 days notice if the meeting is called to propose a special resolution for the purpose of selling, purchasing, mortgaging, leasing for over one year or to otherwise dispose of any real property owned by the Society or to repeal or amend the bylaws of the Society.

VI. Quorum:

1. At a meeting of the Society fifteen (15) members, including no less than five (5) directors, constitutes a quorum for the transaction of business at a general meeting of the Society.
2. 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 member's casting votes may decide all questions, except for a special resolution which requires the vote of no less than 75% of members in attendance.
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 Board:

1. The Board of a Society will consist of nine (9) directors and two (2) appointed directors. The appointed directors consist of: one Councillor appointed as a Director by the City of Camrose; one Councillor appointed as a Director by Camrose County. Appointed Directors have the same privilege and responsibilities as elected Directors, but cannot be appointed to the executive of the Board.
2. Any member in good standing or the representative of a corporation or club that is a member in good standing is eligible to be elected as a director, with the exception of current CRE staff members, who are not eligible to be elected as directors of the board.

3. Candidates for election to the office of director must submit a complete written application prior to the Annual General Meeting in accordance with the policies and procedures of the board.
4. At each annual general meeting, voting members elect three (3) directors; each serving a term that ends at the close of the third 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 3 years.
6. Retiring directors are eligible for re-election. No board member shall serve more than three terms of three years.
7. Any director who misses three (3) consecutive meetings of the Board without providing reasonable grounds for the absence, may have their seat on the Board declared vacant by a majority vote of the Board.
8. It shall be incumbent upon a director to reveal any conflict of interest the director may have and said director shall absent themselves from both the discussion and vote on any topic in which they are in conflict.
9. A director may retire from office upon giving five (5) days notice in writing to the Society of their intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
10. Honorary directors or Junior directors may be appointed from time to time. An Honorary director or Junior director may attend all Board meetings, however cannot make motions, vote or hold an executive position. Honorary directors or Junior directors are eligible for all benefits received by Board members.

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 in a general meeting.
2. The Board may appoint an executive committee and prescribe the committee's duties.
3. The Board shall be responsible for providing policy, procedures and terms of reference to all committees of the Society.
4. Directors shall serve on a voluntary basis without remuneration by the Society for their directorship. Board approved expenses will be reimbursed after Board approval
5. No one (1) individual will carry more authority than another unless operating within Board approval Policies.
6. Directors shall comply with all policies and procedures regarding the registered charitable status of the Society.

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 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;
- 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 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;
- d. Carries out other duties assigned by the Board.

3. Treasurer

- a. Attends all meetings of the Society, the Board and the Executive Committee;
- b. Acts as Chair of the finance committee;
- c. Ensures a draft budget is prepared and presented to the Board in September of each year and approved not later than November of each year;
- d. Oversees preparation of the necessary documentation required for application for any grants that may be available to the Society and ensures they are submitted before deadlines;
- e. On or before the 15th of February each year ensures the CRE returns to Alberta Agriculture and Forestry, the annual return documentation required by Alberta Agriculture and Forestry 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; and a signed copy of the financial statement approved by the membership and prepared by a designated accountant;
- f. Carries out other duties assigned by the Board.

4. Secretary

- a. Records the minutes of the Annual General meeting and Regular Board Meetings;
- b. 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, and;
 - b. A Vice-President, and;
 - c. A Treasurer, and;
 - d. A Secretary.

Any officer may be removed either with or without cause by vote of a majority of the members of the Board and such officer's successor shall be elected at any regular meeting of the Board or any special meeting called for that purpose.

2. The Board must hold a meeting not less than once every three (3) months as required by the Act and the Board may hold other meetings on days and at places and times decided on by the Board.
3. A director may participate, without limitations, in a meeting of the Board of Directors in person, by telephone, or by video conference.
4. Meetings of the Board of Directors shall be called by the President giving fourteen (14) days notice by writing, facsimile, electronic mail or three (3) days by phone.
5. The chairman must call a special meeting of the Board on the written request of a majority of the directors or if the chairman considers it to be necessary. Each notice of a special meeting must
 - a. Include the time and place at which it is to be held, and;
 - b. State, 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 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.

XII. Proceedings at Board meetings:

1. A majority of directors, constitutes a quorum for the transaction of business at a meeting of the Board.
2. The chairman may vote on any question, but having done so, the chairman does not have a casting vote in the event of a tie.
3. At the meeting of the Board held before the annual meeting of the Society, the directors are to adopt a report covering all the 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.

2. Where
 - a. A director, or;
 - b. An organization 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.
3. Where a director's office is vacated under this section, the Board may forthwith fill the vacancy.
4. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership.

XIV. Committees

There will be four (4) standing committees. The terms of reference shall be determined by the Board.

- Executive
- Finance
- Governance
- Membership

Other Ad Hoc committees may be established as required.

Each committee will have at least one director who will act as the liaison to the Board.

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.

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 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 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 Society funds must be in accordance with the Trustee Act.
4. At the first meeting of the Board after the AGM, the Board shall appoint individuals to jointly exercise the signing authority for the Society.
5. The maximum amount for which the signing authorities of the Society are authorized to sign is up to \$200,000 without Board 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 \$250,000 without the authorization of the members of the Society.

XVII. Fiscal Year:

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

XIX. Financial Statements and Auditing:

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 Chartered Professional Accountant (CPA).
2. The CPA 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.

XX. 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 XX(1), a person who is 18 years of age or older may become a voting member as provided for under the Act. A person under the age of 18 may become a non-voting member.
3. Subject to subsection XX(1), an organization may be a member of the Society.
4. Payment of the membership fee entitles the person or organization paying it to the privileges of membership for the year of which the fee is paid.
5. Where an organization becomes a member of the Society, the organization must, in accordance with subsection XX(1), furnish the Society with up to three (3) designations who are to be the organization's representatives with the right to attend meetings of the Society, to vote, and to be a director.
6. A designation under subsection XX(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.
7. The Board reviews and determines membership fees by motion of the Board.
8. Staff members of the CRE and its subsidiaries are permitted to purchase memberships and vote at the annual meeting.

9. Membership types include:
 - a. Junior CRE Membership – under 18 years of age, limited benefits based on age of member, non-voting member;
 - b. Individual CRE Membership – all access to all benefits, voting member;
 - c. Family CRE Membership – limited to five (5) direct family members. Junior members would be non-voting;
 - d. Organization CRE Membership – three (3) individuals as contacts, limited to three (3) voting members.

XXI. 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 one (1) year, for one or more of the following reasons:
 - a. If the member has failed to abide by the bylaws;
 - b. If the member has disrupted meetings or functions of the Society; or
 - c. If the member has done or filed 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 will be sent by single registered mail to the last known address of the member shown in the records of the Society. The notice may also 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 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.

XXII. 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. All previous year memberships expire one hour prior to the start of the Annual General Meeting.
4. The Society may, by special 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.

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XXIII. 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. The Society shall at all times maintain directors and officers liability insurance.
4. No member is, in their individual capacity, liable for any debt or liability of the Society.

XXIV. 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. 2 signed copies of the approved amended bylaws will be sent to the Agricultural Society Program, Alberta Agriculture and Forestry 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.

XXV. Parliamentary Authority:

The rules contained in the current edition of *Roberts 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 these bylaws and any special rules of order the Society may adopt.

XXVI. Dissolution of the Society:

1. The Society may not distribute its property or pay dividends to its members.
2. Upon dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to qualified donees described in subsection 149.1(1) of the Income Tax Act.

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 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 approval of these documents consisting of members of the Camrose Regional Exhibition and Agricultural Society.

Signed before the people at this meeting at Camrose in the Province of Alberta this ___ day of ___, ____.

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 _____

