

COCHRANE & DISTRICT AGRICULTURAL SOCIETY BYLAWS

Adopted October 10, 2000

Amended November 22, 2007

Amended November 19, 2009

Amended November 30, 2010

Amended December 9, 2013

Amended January 11, 2022

Amended December 8, 2022

Bylaws
of
THE COCHRANE & DISTRICT AGRICULTURAL SOCIETY

We, as citizens of the Province of Alberta, will be governed by these regulations in compliance with the *Agricultural Societies Act* (RSA, C. A-12), and do hereby repeal all previous constitutions and bylaws and adopt these Bylaws effective December 8, 2022. Certificate of Organization is dated June 1, 1973.

1. Name & Address

- 1.1. The name of the organization shall be the Cochrane & District Agricultural Society (hereinafter called “the Society”).
- 1.2. The address of the Society shall be established from time to time by the Board.
- 1.3. The operations and events/programmes/functions of the Society shall be carried out primarily within the corporate limits of the Town of Cochrane and/or within Rocky View County at designated locations as determined by the Society.

2. Definitions and Interpretation

- 2.1. In these bylaws,
 - 2.1.1. “Act” means the Agricultural Societies Act and the Agricultural Societies Act Regulation
 - 2.1.2. “Annual General Meeting” means the meeting of the Society held annually to deal with matters of business as described in Section 8
 - 2.1.3. “Society” means the Cochrane & District Agricultural Society
 - 2.1.4. “Board” means the board of directors of the Society
 - 2.1.5. “Bylaws” means the bylaws of this Society as amended
 - 2.1.6. “Director” means the Director as defined in the Act
 - 2.1.7. “Executive Committee” means the President, First Vice-President, Second Vice-President, Secretary, and Treasurer of the Society
 - 2.1.8. “Special General Meeting” means any meeting of the members of the Society other than the Annual General Meeting as described in Section 9 called to make decisions on specific issues regarding the Society’s operations
 - 2.1.9. “Special Resolution” means
 - 2.1.9.1. a resolution passed by a majority of not less than 75% of the members who are entitled to vote and who attend and vote at a General Meeting for which not less than twenty-one (21) days written notice has been given.

- 2.1.9.2. (i) a resolution proposed and passed as a special resolution at a meeting of which less than twenty-one (21) days notice has been given, if all the members entitled to attend and vote at the meeting so agree, or (ii) a resolution consented to in writing by all the members who have been entitled to vote on the resolution in person, at a meeting.
- 2.1.10. "Immediate family members" means related members of a family living in the same residence
- 2.1.11. "Real property" means land and buildings, structures, improvements, and other fixtures on land, including fences. Fixtures include shelves that are drilled into the wall.

3. Objectives

- 3.1. The objectives of the Society are to encourage improvement in agriculture and enhanced quality of life for persons living in the urban and rural community served by the Society by developing educational programmes, events, services, and facilities based on the needs of the community.

4. Membership

- 4.1. Any person who is a resident of Alberta may become a member of the Society if that person is interested in the objectives of the Society and pays the membership fee.
 - 4.1.1. An individual's membership is not transferrable to another person.
- 4.2. Subject to subsection 4.1, a person who is 18 years of age or older may become a voting member of the Society and a person who is under the age of 18 may become a non-voting member.
 - 4.2.1. All memberships in the Society shall be individual memberships distinguished only by voting rights based on the member's age as described in subsection 4.2.
- 4.3. Subject to subsection 4.1, a corporation may be a member of the Society.
 - 4.3.1. Where a corporation becomes a member of the Society, the corporation shall provide the Society with the name of the person who is designated to be the corporation's representative and exercise the corporation's rights as a member.
 - 4.3.2. The corporate member must provide the Society with confirmation of the delegated person's name on an annual basis as part of its payment of membership fees.
 - 4.3.3. A designation under subsection 4.3.1 must be in a form acceptable to the Society, must be provided to the Society at the time the corporation becomes a member, and may be changed by the corporation providing a replacement designation.
- 4.4. Membership fees for the Society shall be established by the Board on an annual basis and approved by the members at each Annual General Meeting.

- 4.4.1. Payment of membership fees entitle the member to the privileges of membership for the fiscal year in which the dues are paid, including but not limited to voting in elections for the Board of Directors at the Annual General Meeting and any other question to be voted on at a general meeting of the Society at which the member is present.
- 4.5. A member shall be in good standing if dues for the current fiscal year are paid, except as provided in Section 6.
- 4.6. Members may bring guests to a meeting of the Society under such rules and regulations as the Board may from time to time prescribe. Guests shall not have voting privileges.
- 4.7. At the time a Special General Meeting of the Society is called, no membership shall be sold from the date the Special General Meeting is announced until after the Special General Meeting has concluded.
- 4.8. Membership fees must be paid before the start of the Society's Annual General Meeting for the membership to be valid during that meeting.

5. Register of members

- 5.1. The Society shall maintain a register of its members containing the names of the persons who applied to form the Society and the names of every other person who is admitted as a member of the Society, together with the following details for each person:
 - 5.1.1. The person's full name and mailing address
 - 5.1.2. The person's current email address
 - 5.1.3. The date on which the person was admitted as a member
 - 5.1.4. The date on which the person ceased to be a member
 - 5.1.5. The person's class of membership, voting or non-voting.
- 5.2. In accordance with Section 11(2) of the Act, the Society shall, within a reasonable time after receiving a written request from a member of the Society, provide to the member a copy of the membership registry, the annual list of members, or an excerpt from either or both, subject to the conditions outlined in subsection 5.2.1 and 5.2.2 and in accordance with the relevant Society policies and procedures.
 - 5.2.1. In accordance with Section 11.1(2) of the Act, the membership information released under subsection 5.2 shall only be used by the member for the matter related to the affairs of the Society that was the subject of his/her request.
 - 5.2.2. In accordance with Section 11.1(3) of the Act, a member of the Society shall only use personal information about another member of the Society that is contained in the information released under subsection 5.2 for any matter not referred to in subsection 5.2.1 if the other member gives consent for that use.

6. Suspension of Membership

- 6.1. The Board may, at a special board meeting called for this purpose, suspend a member's membership for not more than twelve (12) months or until the next Annual General Meeting, whichever comes first, for one or more of the following reasons:
 - 6.1.1. If the member has failed to abide by the Society's bylaws
 - 6.1.2. If the member has been disloyal to the Society
 - 6.1.3. If the member has disrupted meetings and/or functions of the Society; or
 - 6.1.4. If the member has violated the Society's Code of Conduct.
- 6.2. Special meetings for the purpose of deciding on the suspension of a member shall only be called after the Board has attempted to address the issues that may result in a suspension of membership with the affected member in accordance with the Society's relevant policies and procedures.
- 6.3. The affected member shall be given written notice of the Board's intention to deal with the possibility of the member's suspension. The member shall receive this written notice at least two (2) weeks before the date of the special meeting referred to in subsection 6.1.
 - 6.3.1. The written notice shall be sent by registered mail to the last known address of the member, as per the Society's membership register. The written notice may, alternatively, be hand delivered to the member by an officer of the Board.
- 6.4. The written notice shall state the reason(s) why the suspension is being considered and will inform the member that he/she shall have an opportunity to appear before the Board to address the matter.
- 6.5. The Board shall allow the member to bring another person to accompany him/her to the special meeting.
- 6.6. The Board shall conduct the special meeting in accordance with the provisions in the Society's relevant policies and procedures.
- 6.7. After hearing from the affected member, the Board may exclude the member and the other person, if any, accompanying the affected member as per subsection 6.5 from its discussions of the matter and its vote on the matter.
- 6.8. The Board shall vote on these matters by secret ballot and the decision of the Board shall be final.
- 6.9. Board members whose membership has been suspended under the provisions of this section shall not sit on the Board for the duration of his/her suspension.

7. Termination of Membership

- 7.1. Any member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
 - 7.1.1. Once such notice has been received, the membership registry shall be updated to note the date on which the member ceased to be a member in good standing with the Society.

- 7.2. Membership ceases with death.
- 7.3. If a member has not paid the annual membership fees within three (3) months following the date the dues are owing, the member is considered to have submitted his/her resignation.
- 7.4. The Society may, by Special Resolution, either at a special general meeting called for that purpose or at the Annual General Meeting, expel a member for any cause which is deemed sufficient and in the best interest of the Society. The decision of the membership is final.
 - 7.4.1. If such a Special Resolution is to be considered at an Annual General Meeting, the notice for the AGM shall indicate that such a special resolution will be included on its agenda.
- 7.5. If an individual's membership is terminated for any reason, he/she remains liable for any debts owing to the Society as of the date the individual ceases to be a member.

8. Annual General Meetings

- 8.1. The Annual General Meeting of the Society shall be held on or before December 15th of each year, at a time and place decided by the Board. Notice of the Annual General Meeting shall be provided in accordance with the provisions in Section 10.
- 8.2. The primary purposes of the Annual General Meeting are to review and approve the financial statements for the Society's immediately preceding fiscal year and to elect directors to board positions that expire as of the date of the Annual General Meeting.
- 8.3. The order of business at the Annual General Meeting of the Society shall be:
 - 8.1.1. Call to order
 - 8.1.2. Determination of quorum, as per subsection 11.1
 - 8.1.3. Approval of the minutes from the previous Annual General Meeting and from any special general meetings held since the previous Annual General Meeting.
 - 8.1.4. Reports from officers which shall include:
 - 8.1.4.1. The Treasurer's report and presentation of the financial statements for approval by the membership.
 - 8.1.4.1.1. Following approval of the prior year's financial statements, there shall be a vote to appoint the accountants/auditors for the current year's financial statement review/audit.
 - 8.1.4.2. The President's report
 - 8.1.5. Reports from committees
 - 8.1.5.1. Each committee shall provide a report respecting its activities during the past year.
 - 8.1.6. Unfinished business
 - 8.1.7. New business
 - 8.1.8. Addresses and discussion

- 8.1.9. Election of directors
- 8.1.10. Adjournment
- 8.4. To the extent that the following information has not been included in the reports under subsection 8.3.4, the directors shall present reports and information relating to the Society's fiscal year that has just ended that include:
 - 8.4.1. A report of the directors' activities
 - 8.4.2. A report listing and giving a brief description of the activities carried out by the Society
 - 8.4.3. A report on the implementation of the previous year's business plan and on future plans.

9. Special General Meetings

- 9.1. A Special General Meeting of the Society may be called at any time by the Board when the Board considers it necessary or advisable. Notice of any Special General Meeting shall be provided in accordance with the provisions in Section 10.
- 9.2. A Special General Meeting of the Society shall be called at the request of at least ten (10) members of the Society.
 - 9.2.1. A request for a Special General Meeting under subsection 9.2 shall be made in writing and sent to all directors of the Society. The request shall clearly state the nature of the business to be conducted at the Special General Meeting.
- 9.3. When the Board receives a request for a Special General Meeting in accordance with subsection 9.2, the Board shall notify the membership of the meeting within fourteen (14) days from the date of receiving the request and shall hold the Special General Meeting within sixty (60) days from the date of receiving the request.
- 9.4. If the Board fails to comply with subsection 9.3, the members who made the request under subsection 9.2 may call the Special General Meeting and the Society shall provide the necessary membership registry information to contact all members to notify them of the meeting.

10. Notice of General Meetings

- 10.1. All general meetings of the Society, called either by the Board or by members under subsection 9.2, shall provide at least fourteen (14) days notice of the meeting. The notice shall include the date, time, and location of the meeting, along with sufficient information about the purpose of the meeting to permit adequate preparation for the meeting.
- 10.2. The notice under subsection 10.1 shall be provided as follows:
 - 10.2.1. All current members of the Society shall be notified, either by regular mail or by email to the member's most recent address registered with the Society. In situations where more than one member shares the same mailing and/or email address, sending

the notice to the shared address shall serve as notice for all members sharing that address.

- 10.2.2. The general public shall be notified through an advertisement in the newspaper(s) circulating in the Society's locality and/or by any other method of public notification that the Board may decide is appropriate in the circumstances.
- 10.3. If the agenda of a general meeting includes any changes to the provisions of the Society's bylaws, the notice of the meeting shall include this information, along with details of the intent of the proposed change(s). The notice shall also indicate that the decision on the proposed change(s) to the bylaws will be made as a Special Resolution, as defined in Section 2.
- 10.4. Notwithstanding subsection 10.1, a minimum of twenty-one (21) days notice shall be provided for any meeting where the meeting's agenda includes an item that requires a decision to be made by special resolution, including, but not limited to, a decision to sell, mortgage, lease for over one year or otherwise dispose of any real property owned by the Society.

11. Quorum for General Meetings

- 11.1. At a general meeting of the Society, ten (10) members, including the Society's President or 1st Vice-President and one other officer, shall constitute quorum for the transaction of business at the general meeting.
- 11.2. If quorum is not achieved within one-half hour (30 minutes) after the time set for the meeting's commencement, the President, another officer, in the President's absence, or, in the case of a special meeting called under subsection 9.2, one of the members who requested the special general meeting, shall cancel the meeting.
 - 11.2.1. A cancelled meeting shall be rescheduled for one (1) week later at the same time and place.
 - 11.2.2. If quorum is not achieved within one-half hour (30 minutes) after the time set for the second's meeting commencement, the meeting shall proceed with those members in attendance.

12. Voting at General Meetings

- 12.1. At general meetings of the Society, decisions shall be made by a majority vote of the members who are present at the meeting, except for decisions that require a Special Resolution. These decisions shall be determined by the provisions for Special Resolutions in Section 2.
- 12.2. Each voting member in good standing, as defined in section 4.5, present at a general meeting shall have one vote on any question. No member may vote by proxy.
- 12.3. Voting on specific questions shall be conducted as a show of hands or by secret ballot, as determined by the Board or, if requested, by a majority vote of those present at the meeting.
 - 12.3.1. The result of any vote shall be determined by counting the number of votes in favour and in opposition to the resolution.

Abstentions shall not be considered in determining whether a resolution is passed.

- 12.4. The President of the Society, or whomever in the President's absence is chairing a general meeting, shall have the right to vote on all matters coming before the meeting.
- 12.5. In the case of a tie vote, the matter of the vote shall be deemed to have been defeated.
 - 12.5.1. On a vote for the election of directors, an equality of votes between candidates shall be resolved through a second round of voting. Before the second round of voting, the tied candidates shall be given an opportunity to address the meeting. If an equality of votes remains after a second vote, the vote shall be decided by a coin toss.

13. Composition and Election of the Society's Board of Directors

- 13.1. The Society's Board of Directors shall consist of twelve (12) directors.
- 13.2. Any voting member in good standing or the designated representative of a corporation that is a member in good standing is eligible to be nominated and elected as a director.
 - 13.2.1. Notwithstanding subsection 13.2, the Board shall not include more than one individual from the same immediate family.
- 13.3. Candidates for election to the Society's Board of Directors shall be openly nominated at an Annual General Meeting of the Society.
- 13.4. At each Annual General Meeting, the voting members present at the meeting shall elect four (4) directors, each of whom shall serve a three (3)-year term ending at the close of the third Annual General Meeting following the Annual General Meeting at which they were elected.
- 13.5. Retiring directors are eligible for re-election; but may only serve a maximum of three (3) consecutive complete terms. After the completion of three (3) consecutive complete terms, a member shall not be eligible for re-election as a director until at least one (1) year has passed since the conclusion of his/her last term as a director.
- 13.6. Notwithstanding subsection 13.4, in the event that a director cannot serve his/her complete three (3) year term and his/her position becomes vacant between Annual General Meetings, the Board shall appoint a replacement director to fill the position for the remainder of the unexpired term.

14. Powers and Duties of the Board of Directors of the Society

- 14.1. The Board of Directors shall act for and on behalf of the Society and shall manage, direct, and supervise the business of the Society in accordance with the provision of these bylaws and shall exercise all the powers of the Society that do not require decisions to be made by the members at general meetings.

- 14.1.1. In fulfilling these responsibilities, the Board of Directors shall be responsible for ensuring that the duties and responsibilities of officers, employees and volunteers are performed appropriately.
 - 14.1.2. In fulfilling these responsibilities, the Board of Directors shall be responsible for the hiring decisions for key employee(s).
 - 14.1.3. In all actions undertaken by a director on behalf of the Society in his/her role as director, the individual shall act honestly and in good faith with a view to the best interest of the Society.
- 14.2. At its first meeting held immediately following an Annual General Meeting, the Board of Directors shall elect from among themselves the officers to serve a one-year term until the following Annual General Meeting. These officers shall be the President, First Vice-President, Second Vice-President, Secretary, and Treasurer.
 - 14.2.1. The Board may, from time to time, elect from among themselves an officer(s) to fill any vacancies that may occur between Annual General Meetings. Any such election shall be for the remaining period until the board meeting referred to in subsection 14.2.
- 14.3. Directors shall serve on a voluntary basis without remuneration by the Society for their directorships. Reasonable out-of-pocket expenses for approved activities related to the responsibilities of the position will be reimbursed in accordance with the Society's expense reimbursement policy.
 - 14.3.1. Notwithstanding subsection 14.3, directors may provide services to the Society which are in the ordinary course of business for the director and are not part of the duties of the individual as a director of the Society. The director may be paid for these services by the Society, so long as the provisions in subsection 14.3.1.1 and 14.3.1.2 are followed.
 - 14.3.1.1. Payments made by the Society to a director for services rendered to the Society shall be reasonable in the circumstances and in no instance shall exceed the fair market value for the services provided.
 - 14.3.1.2. In any situation in which a director is contemplating providing services to the Society in return for compensation as provided in subsection 14.3.1, the director shall make full disclosure to the Board of his/her intention to charge for the work being performed, the nature of the work, and the fees to be charged for the work. Such disclosure shall be made and approved by the Board prior to the commencement of any such work. The director who will be providing the paid services to the Society shall not participate in the Board discussion or vote on the matter.
 - 14.3.1.3. Failure to provide the required advance disclosure and approval shall result in non-payment for the services.

The directors with cheque signing authority shall verify that the requirements of subsection 14.3.1 have been followed prior to authorizing any payment to a director.

- 14.4. The Board of Directors shall be responsible for developing, reviewing, and updating policies and procedures to guide the operations of the Society. All directors shall be responsible for complying with these policies and procedures.
 - 14.5. The Board of Directors shall be responsible for establishing committees to assist the Board in fulfilling the objectives of the Society, in accordance with the provisions of Section 20, and for developing and approving terms of reference for each of these committees.
 - 14.6. The Board of Directors may delegate specific tasks to individual directors or group of directors on an ad hoc basis to assist in carrying out the Board's responsibilities and to ensure that all directors may take an active role in the affairs of the Society.
 - 14.7. The Board of Directors shall develop a budget and a business plan to guide the Society's operations.
 - 14.8. The Board of Directors shall designate four of its members to share responsibility for signing cheques for the Society, in accordance with provisions in Section 23.
 - 14.9. No individual director shall have any more authority than any other director except to the extent that individual is exercising the additional responsibilities as an officer of the Society under these bylaws or is undertaking activities for which the Board has granted the individual additional authority.
- 15. Duties of the Executive Committee**
- 15.1. The Executive Committee of the Society shall be composed of the officers, as elected by the Board of Directors – the President, First Vice-President, Second Vice-President, Secretary and Treasurer.
 - 15.2. The Executive Committee shall provide leadership to the Society and shall ensure that all matters of importance are dealt with by the Board of Directors and its committees in accordance with these bylaws.
 - 15.3. Meetings of the Executive Committee shall be held on an as-needed basis between meetings of the Board of Directors.
- 16. Duties of the Officers**
- 16.1. The President shall undertake the following responsibilities:
 - 16.1.1. When present, chair all meetings of the Society, the Board, and the Executive Committee.
 - 16.1.2. Serve as an ex-officio member of all committees of the Society.
 - 16.1.3. Act as the spokesperson for the Society in the community, with other community organizations, and with the media.

- 16.1.4. Ensure that all new board members receive orientation to their responsibilities within sixty (60) days of their being elected or appointed.
- 16.1.5. Provide overall leadership to the Society, with direction from the board, to ensure that the Society's activities achieve its objectives.
- 16.1.6. Ensure that the board prepares an annual business plan that incorporates an annual budget.
- 16.1.7. Exercise general supervision and direction over the business of the Society.
- 16.1.8. Ensure effective communication with the Board with respect to the ongoing activities of the Society.
- 16.1.9. Carry out other duties as assigned by the Board of Directors.
- 16.2. The First Vice-President shall undertake the following responsibilities:
 - 16.2.1. Chair meetings of the Society, the Board, and the Executive Committee when the President is absent.
 - 16.2.2. Undertake the President's other responsibilities, to the extent necessary, in the President's absence.
 - 16.2.3. Attend various functions in place of the President when asked to do so by the President or the Board.
 - 16.2.4. Undertake the Secretary's responsibilities, to the extent necessary, in the Secretary's absence.
 - 16.2.5. Carry out other duties as assigned by the Board of Directors or the President.
- 16.3. The Second Vice-President shall undertake the following responsibilities:
 - 16.3.1. Act in the role of First Vice-President in that individual's absence.
 - 16.3.2. Undertake the responsibilities of the Treasurer, to the extent necessary, in the Treasurer's absence.
 - 16.3.3. Carry out other duties as assigned by the Board of Directors or the President.
- 16.4. The Treasurer shall undertake the following responsibilities:
 - 16.4.1. Ensure that all monies paid to the Society are properly recorded and deposited into the appropriate Society bank account.
 - 16.4.2. Ensure the accurate submission of all invoices and accounts for payment, including appropriate supporting documentation, and that this information is presented to the Society's signing authorities before cheques are signed in accordance with subsection 23.4.
 - 16.4.3. Ensure the timely preparation of the necessary documentation required for applications for grants that may be available to the Society and for the annual return required by Alberta Agriculture and Forestry and ensure that these are submitted before the relevant deadlines.
 - 16.4.4. Work with the Society's designated accountants to ensure that the accountants have the information required to conduct a review

- engagement or audit of the Society's financial records and prepare the Society's annual financial statements with a review engagement or audit report in accordance with Section 26.
- 16.4.5. Present the annual financial statements at the Society's Annual General Meeting.
 - 16.4.6. Ensure that the annual budget for the Society is prepared and incorporated into the Society's annual business plan.
 - 16.4.7. Present a written financial report at each meeting of the Board of Directors.
 - 16.4.8. Ensure that there are adequate staff and/or volunteers available for at least one (1) hour before the scheduled start of each Annual General Meeting to receive payment of outstanding membership fees from those attending the Annual General Meeting.
 - 16.4.9. Other duties as directed by the President or the Board of Directors.
- 16.5. The Secretary shall undertake the following responsibilities:
- 16.5.1. Ensure that there is an accurate recording of minutes for all meetings of the Society, the Executive Committee, and the Board of Directors.
 - 16.5.2. Ensure that all notification requirements for meetings of the Society, the Executive Committee, and the Board of Directors, including direct notification to members and public advertisements, are satisfied on an ongoing basis in accordance with these Bylaws.
 - 16.5.3. Ensure that all correspondence received by the Society is responded to as directed by the Executive Committee or the Board of Directors.
 - 16.5.4. Ensure that the Register of Members is maintained and updated in accordance with the provisions in Section 5.
 - 16.5.5. Ensure that an up-to-date organizational chart is maintained for the Society showing the positions of the officers and directors and including such information about the officers and directors and their roles and responsibilities as the Board shall direct.
 - 16.5.6. Work with the Treasurer to ensure that the annual return documentation required by Alberta Agriculture and Forestry is prepared and submitted on or before the required deadline each year.
 - 16.5.7. Ensure that all records of the Society are maintained in a thorough and secure manner.
 - 16.5.8. Ensure that all documentation for meetings of the Society, the Executive Committee, and the Board of Directors are distributed in accordance with provisions of these Bylaws.
 - 16.5.9. Other duties as directed by the President or the Board of Directors.

17. Meetings of the Board of Directors and Notice Requirements

- 17.1. Regular board meetings shall be held at least once every two (2) months, with the exception of July and August. Regular board meetings may be held more frequently, as determined by the President in consultation with the Executive Committee and/or the Board.
 - 17.1.1. Regular board meetings will be held on the days, times and locations as agreed to by the board.
- 17.2. The Secretary shall ensure that all directors are given at least fourteen (14) days notice of all regular board meetings. The directors shall be notified by email, telephone, or other notification methods agreed to by the Board.
 - 17.2.1. The Secretary shall ensure that all directors are provided with the agenda for the meeting and the minutes of the prior meeting at least seven (7) days before a regular board meeting. Supporting documentation for a regular board meeting will be forwarded to all directors by the Secretary at that time or as soon thereafter as possible.
- 17.3. In exceptional circumstances, an emergency meeting of the Board of Directors may be called with less than fourteen (14) days notice if the meeting is to deal with an urgent matter that must be resolved before the next regularly scheduled board meeting.
 - 17.3.1. Emergency meetings of the Board of Directors may be called by the President and shall be called on the written request of a majority of the directors.
 - 17.3.2. Urgent matters that may require an emergency meeting include legal issues, personnel issues, health and safety risks, or other unforeseen imminent threats to the Society's ongoing operations.
 - 17.3.3. In calling an emergency board meeting, the President shall provide the Secretary with reasons for the emergency meeting. The Secretary will then include this information in the notice for the meeting.
 - 17.3.4. Notice of an emergency meeting shall be provided as far in advance of the meeting as possible. Notice of at least one (1) hour must be provided before the start of the meeting, in which case notice shall be provided by telephone.
- 17.4. Regular board meetings shall be in-person meetings not less than once every three (3) months, except in externally imposed exceptional circumstances. In-person meetings are preferred for all regular board meetings. However, alternative meeting formats such as teleconference or video conference may be used with prior agreement from the Board.
 - 17.4.1. Directors unable to attend in-person meetings shall be provided with alternative methods to participate in the meeting whenever possible.
- 17.5. Notwithstanding these provisions, if all the directors are present, an official board meeting may take place. Such a meeting is deemed to have been

properly called whether or not notice of the meeting was provided in accordance with this section of the Bylaws.

18. Conduct of Meetings of the Board of Directors

- 18.1. Quorum for meetings of the Board of Directors shall be a minimum of six (6) board members, one of whom shall be the President, the First Vice-President, or the Second Vice-President.
- 18.2. Decisions at meetings of the Board of Directors shall be made by a vote of those directors attending the meeting.
 - 18.2.1. The President, or whomever is chairing the meeting in the President's absence, shall have the right to vote on all matters coming before the meeting.
 - 18.2.2. In the case of a tie vote, the matter shall be deemed to have been defeated.
 - 18.2.2.1. On a vote for the election of officers, an equality of votes between candidates shall be resolved through a second round of voting. Before the second round of voting, the tied candidates shall be given an opportunity to address the meeting. If an equality of votes remains after a second vote, the vote shall be decided by a coin toss.
- 18.3. The Board of Directors may make decisions between board meetings through email motions to the extent that such motions are in accordance with the Board's policy for such motions.
- 18.4. At the meeting of the Board of Directors before the Annual General Meeting of the Society, the directors shall approve the financial statements and adopt a report covering the activities of the Society for the preceding year for presentation at the Annual General Meeting.
 - 18.4.1. Reports from committees that will be presented at the Annual General Meeting do not require prior approval by the Board of Directors.
- 18.5. Minutes shall be taken at each meeting of the Board of Directors and these minutes shall be approved as part of the subsequent meeting of the Board of Directors.

19. Vacating a Director's Office

- 19.1. When a director fails to attend three (3) consecutive meetings of the Board of Directors, for which the director has been notified in accordance with the provisions in these Bylaws, the President shall contact the director to determine the reason(s) for the director's absence and to ensure that the director is aware of the provisions in subsection 19.2.
- 19.2. When a director fails to attend four (4) consecutive meetings of the Board of Directors, for which the director has been notified in accordance with the provisions in these bylaws, regardless of whether the provisions in subsection 19.1 were fulfilled, the director's office may be vacated by the

Board if the director's absence has not been explained to the satisfaction of the Board.

- 19.3. If a director or a corporation whose designated representative is a director ceases to be a member of the Society, the office of that director shall be declared vacant by the Board.
- 19.4. In the event that a director's office is vacated under the provision of this section, the Board shall appoint a replacement director in accordance with subsection 13.6 of these Bylaws.

20. Committees

- 20.1. The Board of Directors may establish standing and ad hoc committees to assist the Board in fulfilling its responsibilities.
- 20.2. The Board of Directors may eliminate any existing standing or ad hoc committee if the Board concludes the committee is no longer serving its intended purpose or if that purpose is no longer necessary.
- 20.3. Each committee shall have at least one (1) director who shall act as the liaison between the committee and the Board.
- 20.4. The Board of Directors shall appoint the initial members of each committee, which shall be composed of directors and members as may be required to fulfill the mandate of the committee.
 - 20.4.1. Each committee shall have the authority to appoint additional members as the committee determines is necessary for the conduct of its business.
- 20.5. The President shall be an ex officio member of all standing and ad hoc committees.
- 20.6. The Board of Directors shall establish written operational guidelines or terms of reference for each committee. These terms of reference shall be reviewed and approved by the Board of Directors on a regular basis.
- 20.7. If the Board of Directors concludes that a committee is not adhering to its terms of reference, the President, as an ex officio member of the committee, shall have the authority to intervene in the committee's operations as the Board deems appropriate.
- 20.8. Unless a committee is given written notice of a budget or written authority to expend funds, the committee has no authority to expend Society funds or bind the Society to any financial commitment.
 - 20.8.1. In situations where a committee has been given authority to expend funds, the committee shall have no authority to exceed the budget authorized by the Board of Directors.
- 20.9. 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.
 - 20.9.1. In situations where a committee is granted the authority to bind the Society, the extent of that authorization shall be clear and the committee shall operate within the limited authority granted to it by the Board of Directors.

- 20.10. Each committee shall appoint a chairperson and a recording secretary. The committee may appoint other members to specific positions that the committee determines are appropriate for its operations.
- 20.11. Each committee shall report to the Board of Directors as directed by the Board detailing all actions taken by the committee and any recommendations for further actions and/or activities to be taken by the committee.
- 20.11.1. Committee reports to the Board of Directors shall be submitted or presented on request by the Board or on an as-needed basis as determined by the committee.
- 20.12. The Chairperson of each committee shall present a report to the Society at each Annual General Meeting detailing the Committee's activities during the preceding fiscal year and outlining the committee's recommendations for its actions and activities in the future.
- 20.12.1. Each committee should provide a written copy of the report referred to in subsection 20.12 to the Board of Directors in advance of the Annual General Meeting.
- 20.13. Each committee shall determine its meeting schedule, meeting procedures, notice requirements, voting procedures, and any other rules of conduct the committee determines are necessary for its operations.
- 20.13.1. In establishing its rules of conduct under subsection 20.13, each committee shall be guided by the rules for the Society as outlined in these bylaws and in relevant Society policies and procedures.
- 20.14. The quorum for meetings of each committee shall be a majority of the members of that committee.
- 20.15. Each committee shall have the ability to appoint sub-committees if the committee concludes such sub-committees are necessary for the committee to complete the tasks assigned to the committee.
- 20.15.1. Sub-committees shall only have the authority granted to the sub-committee by its committee which, in no situation, shall exceed the authority granted to the committee by the Board of Directors in its terms of reference.

21. Execution of Documents

- 21.1. All contracts, financial, and legal documents to be executed by or on behalf of the Society shall be authorized by resolution of the Board of Directors and shall be signed by the officers, directors or other persons as the Board may designate in the authorizing resolution.
- 21.1.1. Documents shall not be binding on the Society unless executed in accordance with the provisions in subsection 21.1.

22. Society Funds

- 22.1. The funds of the Society, however derived, shall not be expended for any purpose that is inconsistent with the Society's objectives or authorized by the Act.

- 22.2. The funds of the Society shall be deposited to the credit of the Society in a chartered bank or other financial institution as directed by the Board of Directors. All bank accounts of the Society shall be maintained in a branch of a financial institution located within the Town of Cochrane, unless directed otherwise by the Board of Directors.
- 22.3. Investment of Society funds shall be in accordance with the Trustee Act.
- 22.4. Upon approval of an expenditure by the Board of Directors, all cheques of the Society shall be signed by any two of the following – the President, First Vice-President, Second Vice-President, and Treasurer.
 - 22.4.1. All cheques presented for signature shall be accompanied by appropriate documentation supporting the amount of the cheque and the source of the Board authorization for the expenditure.
 - 22.4.2. The signing authorities are authorized to disperse funds up to but no greater than \$100,000 per transaction.

23. Borrowing by the Society

- 23.1. The directors shall not sell, mortgage, or lease for over one year or in any other way dispose of any real property owned by the Society without authorization to do so by a Special Resolution approved by the members of the Society.
- 23.2. Subject to the limitations in subsection 23.1, the Society may, for the purposes of carrying out its objectives or for capital purposes intended to facilitate the carrying out of its objectives, from time to time borrow money and may from time to time issue notes, bonds, debentures and other securities.
- 23.3. The Board may not borrow more than \$500,000 without the authorization from the members of the Society.

24. Fiscal Year

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

25. Financial Statements

- 25.1. The financial statements referred to in Section 8 of these bylaws shall be prepared to the standard of a review engagement or an audit, as determined by the Board of Directors.
 - 25.1.1. The review engagement report or audit report, as the case may be, shall be prepared by a professional accounting firm in accordance with Part 3 of the Chartered Professional Accountants Act.
- 25.2. No person holding office in or employed by the Society is eligible to undertake the responsibilities necessary to prepare the review engagement report or audit report referred to in subsection 25.1.
- 25.3. The professional accounting firm that will prepare the review engagement report or audit report shall be appointed by resolution at the Annual

General Meeting of the Society or at a Special General Meeting of the Society called for that purpose.

- 25.4. The professional accounting firm referred to in subsection 25.3 shall be a member in good standing of an association of accountants recognized by the Director.

26. Security

- 26.1. The Society shall at all times maintain theft insurance or fidelity insurance against loss or damage caused by employees, officers, and directors.
- 26.2. The Society shall at all times maintain general liability insurance in an amount not less than two million dollars (\$2,000,000) inclusive per occurrence insuring against personal injury and property damage (including loss of use of property).
- 26.3. 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).
- 26.4. The Society shall at all times maintain directors’ and officers’ liability insurance.
- 26.5. No member is, in his/her individual capacity, liable for any debt or liability of the Society.

27. Usage and Rental of Society Facilities

- 27.1. The Board of Directors shall establish policies and procedures for the usage and rental of all facilities owned or controlled by the Society.
- 27.2. The Board of Directors shall ensure that the policies and procedures established by the Board under subsection 27.1 are followed in all cases of usage or rental of facilities owned or controlled by the Society.

28. Real Estate

- 28.1. The Society may acquire and hold such real estate in the region in which the Society is located as may be necessary for the purpose of carrying out the objectives of the Society.
- 28.2. As indicated in subsection 23.1, the directors shall not sell, mortgage, lease for over one year or otherwise dispose of any real property owned by the Society unless authorized to do so by a special resolution approved by the members of the Society.
- 28.3. As is provided in Section 28(4) of the Act, the Director may, by written notice to the Society, prohibit the Society from encumbering or disposing of real property without the permission of the Director.

29. Amendments to the Bylaws

- 29.1. At an Annual General Meeting or at a Special General Meeting called for that purpose, where notice has been provided in accordance with Section 10, the members of the Society may make, alter, amend, or repeal bylaws for the general management of the Society.

- 29.2. When the bylaws are made, altered, amended, or repealed at a Special General Meeting or an Annual General Meeting, the members of the Society shall do so through approval of a Special Resolution.
- 29.3. Two (2) signed copies of the amended bylaws, as approved by the members of the Society shall be sent to the Agricultural Society Program, Alberta Agriculture and Forestry for the Director's approval and acceptance.
- 29.4. New or amended bylaws of the Society shall not be valid until approved by the Director.
- 29.5. The bylaws of the Society shall be reviewed annually by the Board of Directors prior to each Annual General Meeting and any changes identified by the Board shall be brought forward to the members for their approval at the Annual General Meeting or at a Special General Meeting call for that purpose.
- 29.6. Amendments to the bylaws may also be proposed at any time by three (3) voting members of the Society.
 - 29.6.1. Any such proposals shall be presented to the Board of Directors who shall bring the proposed amendments forward at the next Annual General Meeting or shall schedule a Special General Meeting to deal with the proposal, in compliance with the preference of the members proposing the amendments.
- 29.7. The Secretary shall notify all members of the Society of the adoption of any proposed changes to the Bylaws, in accordance with the notification provisions in these Bylaws.

30. Amalgamation of Agricultural Societies

- 30.1. The Society may amalgamate with one or more other agricultural societies and continue as one agricultural society in accordance with provisions in the Act.
- 30.2. The Society may only enter into an amalgamation agreement with another agricultural society on the approval of a Special Resolution by the members of the Society.

31. Dissolution of the Society

- 31.1. The Society may, by special resolution approved by the members of the Society, dissolve the Society, in accordance with the provisions in the Act.

32. Code of Conduct

- 32.1. The Society shall establish codes of conduct for its members, officers, directors, and employees, including provisions dealing with conflict of interest.
- 32.2. Every member, officer, director, and employee of the Society shall comply with the Society's code of conduct.

- 32.3. Every officer, director, and employee of the Society shall read the code of conduct and sign an acknowledgement that he/she has read and will comply with the code of conduct.
- 32.4. The Secretary shall ensure that all members are provided with a copy of the code of conduct.
- 32.5. The codes of conduct are attached as Schedule A and B and may, from time to time, be amended by the Board of Directors.

33. Parliamentary Authority

- 33.1. The rules contained in the most current edition of Roberts Rules of Order shall govern the Society in all situations in which they are applicable and where they are not inconsistent with these bylaws and any special rules of order that the Society may adopt.

34. All Other Matters




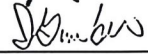
- 34.1. In the event that these Bylaws do not adequately cover any situation or issue of concern to the Board of Directors or members of the Society, reference shall be made to the Act, which shall be the supreme authority whereby the actions and activities of the Society are managed and controlled.

Acknowledgement of Bylaws

These Bylaws were presented at the Annual General Meeting of the Cochrane & District Agricultural Society on December 8, 2022 and were approved by the members of the Society in attendance at that meeting.

In acknowledgement of this, these Bylaws have been signed by the following four (4) Directors of the Cochrane & District Agricultural Society.

Name / Signature / Position

Justin Burwash		CDAS President
Dale Palmer		CDAS 2 nd Vice-President
Angie Winkler		CDAS Director
Isabel Gimber		CDAS Director