

High Prairie Agricultural Society



Society By Laws

NOVEMBER 23, 2020

By Laws of the High Prairie Agricultural Society

I NAME

The Name of the Society is “The High Prairie Agricultural Society”.
Hereafter, the Society shall be called the Ag. Society.

II DEFINITIONS

In these by laws,

- a. “Act” means the Agricultural Societies Act and Regulations of Alberta;
- b. “Audit” means an examination and adjustment of accounts by an auditor;
- c. “Auditor” means an individual who meets the requirements for preparation of the financial statement as per the regulation and is not a director of the Society;
- d. “Society” shall mean The High Prairie Agricultural Society;
- e. “Board” means the board of directors of the Society
- f. “Bylaws” means the bylaws of this Society as amended;
- g. “Conflict of interest” means a situation in which a director is involved in multiple interests, and serving one interest could involve working against another. This relates to situations in which the personal interest of an individual might adversely affect a duty owed to make decisions for the benefit of the Society.
- h. “Director” means the Director as defined in the Act;
- i. “Executive Committee” means the President, 2 Vice Presidents, and the Treasurer;
- j. “Special General Meeting” means any meeting of the membership called outside of an Annual General Meeting;
- k. “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 a Special Resolution has been given;
- l. “Immediate family members” mean related members of a family living in the same residence;
- m. “Real property” means land, buildings on land, fences, and fixtures.

III OBJECTIVES

The Objectives of the High Prairie Agricultural Society shall be:

1. To encourage improvement in agriculture and the quality of life in the community.
2. To sponsor and/or support meetings, short courses, and clinics on agriculture and homemaking subjects.
3. To sponsor a fair at which prizes will be awarded in agriculture, homemaking, crafts and other classes as determined by the Board of Directors.
4. To assist in the development of leadership in the youth of our community through sponsoring and/or encouraging 4-H clubs and other activities designed to develop leadership skills.
5. To be aware of changing needs of people in our community, to adjust our programs to accommodate change and work with other community groups for the betterment of the community.
6. To sell, manage, lease, mortgage, dispose of or otherwise deal with property of the Society within the limits of the Agricultural Societies Act.

7. To own, operate and regularly upgrade the Society's facilities for the enhancement of life in the community.

IV MEMBERSHIP

1. Any person can become a member who:
 - a) Supports the objectives of the Society;
 - b) Is a resident of the Province of Alberta,
 - c) Pays the membership fee, and
 - d) Fills out a membership form, giving consent of information.
2. To be in good standing, a member must attend two Agricultural Society meetings per year. Only members in good standing will have nomination or voting privileges at any Agricultural Society meeting. Attendance for Ag. Society meetings is tracked in the meeting minutes.

V MEMBERSHIP FEE

1. Membership fees in the Society shall be \$5.00 per annum or as determined at an annual meeting; or \$40.00 per person for a lifetime membership.
2. Membership fees shall be paid on or before the annual meeting and shall be valid until the next annual meeting.
3. A new membership must be purchased at least one (1) calendar month prior to the annual meeting or special called meetings of the general membership in order for the new member to have voting privileges.
4. Membership sales will be suspended at the time a special meeting is called until such a time that the business of the Special meeting is concluded.
5. Membership fees may be changed upon decision of the Board of Directors.

VI REGISTER OF MEMBERS

1. The society shall appoint a director or staff person to keep a register of its members containing the names of the persons who applied to form the society and the name of every other person who is admitted as a member of the society, together with the following particulars of each person:
 - a. the full name and mailing address;
 - b. valid email address
 - c. the date on which the person is admitted as a member;
 - d. the date on which the person ceases to be a member;
 - e. the class of membership of the person, if the society has classes of members.
2. The society shall, within a reasonable time of receiving a request for it from a member of the society, provide to the member a copy of the register, the annual list of members or an excerpt from either or both of them.
3. The society may disclose the register or an annual list of members or an excerpt of either or both of them to a member of the society only if the information contained in

the register, list or excerpt is to be used by the member for matters relating to the affairs of the society.

4. A member of the society may NOT use personal information about another member of the society that is contained in the register, list or excerpt for any matter not referred to in subsection (3) if that other member gives consent to that use.
5. Any Changes to Board members between AGM must be provided to Alberta Agriculture and Forestry within 30 days of the change.

VII COMPOSITION AND ELECTION OF BOARD

1. The Board of Directors shall consist of a President, 2 Vice-Presidents, a Treasurer and ten Directors.
2. Only those new members of the Society who have paid their membership fee one month prior to the AGM, and are in good standing, shall be qualified to hold office, and are eligible to vote at the AGM.
3. Existing members with active memberships can renew at the AGM or sooner and are qualified to hold office in the society, and are eligible to vote at the AGM if they are in good standing.
4. Candidates for election to the office of director must be nominated openly at a general meeting of the Society.
5. The term of office of a director is (2) years. The terms of Directors will be staggered
6. The Term of office for Executive is two (2) years.
7. Retiring directors are eligible for re-election. There is no limit on the number of terms a director may serve.
8. Additional board members may be elected at the annual meeting to complete the unexpired term of a vacancy on the Board.

VIII 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 will develop a budget to present for information to the membership at the annual meeting.
4. The Board shall be responsible for providing policies and procedures, and for developing terms of reference to all committees of the Society.
5. Directors shall serve on a voluntary basis without remuneration by the Society for their directorship. Board approved expenses will be reimbursed after Board approval.
6. No one (1) individual will carry more authority than another unless operating within Board approved Policies
7. The Board shall receive a written financial statement from the Treasurer or General Manager and approve payment of outstanding accounts at Director meetings.

8. The Board will appoint those standing committees required to meet the goals of the Society or special committees to examine or take action as the Board may require and provide the committee with the necessary detailed direction as to its responsibility.
9. The Board will ensure that all necessary records; whether of a financial or program nature, are kept to inform the membership of activities of the Society.
10. The Board shall be responsible to see that the duties of officers, employees, and volunteers are properly performed.
11. Subject to the by-laws of the Society, the Directors may act for and on behalf of the Society and all grants and other funds of the Society shall be received and expended under their direction

IX DUTIES OF THE PRESIDENT

1. Presides at all meetings of the Society, or in his/her absence appoints an alternate.
2. Provide leadership to the Society that will result in the achievement of the goals of the Society.
3. Exercise general supervision and direction over the business of the Society.
4. Delegate tasks and responsibilities to other Board members so they may take an active part in the affairs of the Society.
5. Provide for orientation of new Board members as soon as possible after the election.
6. Initiate appropriate workshops or other in-service training for the Board members and the total membership that will improve the functioning of the Society.
7. Represent the Society in the community and with other community organizations.

X DUTIES OF THE VICE PRESIDENTS

1. Act in the absence of the President.
2. Perform such duties as may be directed by the President of the Board.
3. Assist the Executive in their role.

XI DUTIES OF THE SECRETARY

1. Keep minutes of all meetings of the executive, directors and general membership of the Society.
2. Send notices of all meetings as required by the by-laws.
3. Receive and respond to all correspondence as directed by the Board.
4. On or before the 15th day of January of each year, return to the Department a list of officers elected at the annual meeting, for the ensuing year and a report of the year's activities, a statement of receipts and expenditures and assets and liabilities for the preceding year.
5. Perform such other duties as may be directed by the Board of Directors.
6. Circulate information of interest to the general membership.
7. All of the above duties may be delegated to a staff person or another Director.

XII DUTIES OF THE TREASURER

1. Maintain such records as are required by the Directors of the Society.
2. Present the records for review and present the reviewed statement at the annual meeting.
3. On or before the 15th of February each year return to Alberta Agriculture and Forestry (AF), the annual return documentation required by the Act 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 signed by 2 directors; a signed copy of the financial statement approved by the membership and prepared by a designated accountant; a copy of the most recent annual general meeting minutes; a copy of the minutes of the 2nd most recent annual general meeting, as adopted at the most recent annual general meeting, signed by 2 directors of the society, evidence that society achieved quorum at the most recent annual general meeting and address of the registered office of the Society.
4. Receive and deposit all funds of the Society in the Bank.
5. Submit all bills for approval of payment to the Board of Directors.
6. Prepare cheques in payment of accounts for signature.
7. Be available at the annual meeting to receive membership fees for the ensuing year.
8. Prepare the necessary documentation required for application for general, operating or capital grants that may be available to the Society.
9. Perform such duties as may be required by the Directors.
10. All above duties may be delegated to a hired office clerk and be overseen by the Treasurer.

XIII ELECTION OF BOARD OF DIRECTORS

1. The election, by secret ballot, of the Board of Directors of the Society shall be held at the Annual Meeting of the Society.
2. If, after the AGM, there are board vacancies, the Board of Directors may accept nomination of a member to the board at a regular meeting of the Board.

XIV MEETINGS OF THE DIRECTORS

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. Election process must be agreed upon by the Board and set in policy.
 - i. A chairman or president, and;
 - ii. 2 vice-presidents, and;
 - iii. A treasurer
2. The first meeting held by the Board of Directors following the annual meeting shall include orientation of new directors to be conducted by the Past President and/or outgoing Directors.
3. Directors' meetings shall be held at a minimum of 8 times a year, upon written notice

mailed or emailed to each officer by the Secretary or General Manager at least 7 days prior to the meeting.

4. Directors must participate in meetings in person.
5. Meeting minutes will be recorded by the General Manager or by a director in attendance appointed by the President
6. All directors are eligible to vote on matter of the Society as long as they do not have a conflict of interest in the matters being discussed, in which case they must declare a conflict of interest and excuse themselves from the discussion and vote.
7. 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. All other directors have one vote unless there is a conflict of interest.
8. Emergency Meetings:
 - a. meeting will be deemed emergency if there is an urgent matter that must be resolved before the next regular scheduled meeting. ie; safety issues, human resources, legal, emergency.
 - b. The secretary or general manager, or other director calling the meeting, must give each director one (2) hours' notice of an emergency meeting, Stating the time and place/method at which it is to be held, and; Stating, in general terms, the nature of the business to be transacted at the meeting.

XV ANNUAL GENERAL MEETINGS

1. The Society shall hold an annual meeting on or before the twentieth day of December in each year at such a time and place as may be determined by the Directors.
2. The primary purpose of the annual general meeting is:
 - a. to review and approve financial statements and other pertinent reports;
 - b. to elect directors
 - c. to appoint members to committees
2. Notice of the annual meeting shall be by mail or telephone to each member of the Society, at least two weeks prior to the meeting giving the time and place of the meeting and such additional notice or information as the Directors may decide.
3. Public notice of the Annual General Meeting will be advertised in the local newspaper, and via the Ag. Society website and social media 14 days prior to the meeting.
4. The Order of Business of the Annual Meeting shall be as follows:
 - a. Adoption of the Agenda
 - b. Reading and adoption of the minutes of the previous Annual Meeting.
 - b. Addresses and reports of Executive
 - c. Presentation of Financial Review Engagement
 - e. Report of Committees.
 - f. Unfinished Business.
 - g. New Business.
 - h. Addresses and Discussions.

- i. Election of Officers.
 - j. Committee appointments
 - k. Adjournment.
5. The Directors shall present to the Annual Meeting:
- a) A report of each activity carried out by the Society during the current financial year giving a brief description of the activity, the number who participated and the names of the persons who officiated.
 - b) A membership list showing the name, occupation, post office address and telephone number of each member.
 - c) A detailed statement, reviewed by the accountant, of the receipts and expenditures of the Society for the current financial year.
 - d) A statement of assets and liabilities of the Society.
6. The Directors shall not sell, mortgage, lease for over a year, or otherwise dispose of any real property owned by the Society, unless authorized to do so at a special meeting of the general membership called for that purpose, for which at least a month's notice must be given in the manner in which special meetings are called.

XVI SPECIAL GENERAL MEETING

- 1. A special general meeting of the Society may be called at any time by the Board when the Board considers it necessary or advisable.
- 2. The Board must call a special general meeting of the Society when requested to do so by at least ten (10) of the members.
- 3. A request must be in writing and state clearly the nature of the business to be transacted at the meeting.
- 4. Where the Board receives a request as per section,
 - a. If the Board does not issue a call for the meeting within 14 days from the day of receiving the request, or;
 - b. If the meeting called is not to be held within 60 days from the day of the Board receiving the request,
- 5. The members making the request, or any other ten (10) or more of the members, may call a meeting of the Society.
- 6. The Board or members calling a general meeting of the Society must give at least 14 days public notice of the meeting

XVII SPECIAL RESOLUTION MEETING

- 1. The Board of Directors may call a Special Resolution meeting if required.
- 2. 21 (twenty-one) days notice, which specifies the intention to propose such resolution, must also be given to all members via email or phone call.
- 3. A Special Resolution is passed if approved by a vote of not less than 75% of those members present and eligible to vote at a special resolution meeting.

4. If the addition or repeal of or amendment to any provision of the Bylaws of the Society or its memorandum of Society is to be proposed at the meeting other than an annual general meeting, This would be considered a Special Resolution and the intent of the proposed change must be included in the notice of meeting with a minimum of 21 days' notice.
5. The directors shall provide a minimum of 21 days notice if the meeting is called for the purpose of selling, purchasing, mortgaging, leasing for over one year or to otherwise dispose of any real property owned by the Society. This is also considered a Special Resolution.

XVIII QUORUM

1. Ten (10) members at a General meeting of the Society or five (5) Directors at a meeting of the Directors constitutes a quorum.
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.

XIX VOTING

1. At a general meeting of the Society, a majority vote of the members' casting votes may decide all questions, except when a Special Resolution is required.
2. Members in good standing (see membership section) are eligible to vote or make motions at a General Meeting or Special Meeting.
3. Members must vote in person, at a meeting. Proxy votes will not be accepted.

XX VACATING A DIRECTOR

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 director ceases to be a member of the Society, the office of that director is to be declared vacant by the board.
3. Where a director's office is vacated under this section, the Board may forthwith fill the vacancy by appointing another member of the Society to fill the position until the next AGM. The appointed director is eligible to run for the position at an open election by the membership to fill the vacant position to the end of the original director's term.
4. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership in accordance with Section XXIV.

XXI COMMITTEES

1. Standing or adhoc committees may be established or disestablished by the Board.
2. Each committee will have at least one director who will act as the liaison to the Board.
3. The Board shall establish in writing the operational guidelines (Terms of Reference) for each committee.
4. Unless a committee is given written notice of a budget or authority to expend funds, the committee has no authority to expend Society funds or bind the Society to a financial commitment.
5. Unless a committee is given written authority to the contrary, the committee does not have the authority to bind the Society to any decision or undertaking. If a committee is authorized to bind the Society, the authorization must be clear and the committee must operated within the limited authority granted.

XXII CODE OF CONDUCT

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

XXIII SUSPENSION OF MEMBERSHIP

1. The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership not more than three (3) months, for one or more of the following reasons:
 - a. if the member has failed to abide by the bylaws;
 - b. if the member has been disloyal to the Society;
 - c. if the member has disrupted meetings or functions of the Society; or
 - d. if the member has done or filed to do anything judged to be harmful to the Society;
 - e. Violation of the Society's Code of Conduct;
 - f. Violation of the Policies and Procedures.
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.
10. Board members whose membership has been suspended will no longer sit on the Board and will not be eligible for election or appointment to the board until the AGM following the end of suspension.

XXIV TERMINATION OF MEMBERSHIP

1. Any member may resign from the Society by sending or delivering a written notice to the secretary or president of the Society. Once notice is received, the member's name is removed from the membership register.
2. The membership of a member is ended upon their death.
3. If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.
4. The Society may, by Special Resolution, at a special general meeting called for that purpose, expel any member for any cause which is deemed sufficient and in the best interests of the Society. The decision of the membership 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.
7. Lifetime members who have not attended 2 Society meetings per year are deemed not in good standing and voting privileges are revoked until such a time that the member is in good standing.

XXV SOCIETY FUNDS

1. The funds of the Society, however derived, shall not be expended for any purpose inconsistent with those of the Society or authorized by the Agricultural Societies Act.
2. The funds shall be deposited to the credit of the Society in a chartered bank or other similar institution as directed by the Board of Directors.
3. The Society may hire non members to perform tasks related to upkeep and maintenance of the facilities.
4. The cheques of the Society must be signed by any two of the following:
 - a) the president;
 - b) a vice-president
 - c) the treasurer
5. The Executive are authorized to sign off on expenses of up to \$1000. Expenses above this

amount need to be approved at a Board of Director meeting.

XXVI REAL ESTATE

1. A Society may acquire and hold such real estate in Alberta as is necessary for the purpose of carrying out the goals for which it is formed.
2. The Directors shall not sell, mortgage, lease for over a year, or otherwise dispose of any real property owned by the Society, unless authorized to do so at a special meeting of the Society called for that purpose for which a month's notice must be given in the manner provided for calling special meetings.
3. The notice calling the special meeting shall state the object for which the meeting is called.
4. 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 of Agricultural Societies.

XXVII BORROWING BY THE SOCIETY

1. The Society may, for the purpose of carrying out its goals or for Capital purposes, from time to time borrow sums of money and may, from time to time issue notes, bonds, debentures, and other securities.
2. The Board of Directors may not borrow without the authorization of the general membership as directed at an annual meeting or special meeting called for this purpose.

XXVIII EXECUTION OF DOCUMENTS

1. All documents required to be executed by or on behalf of the Society shall be authorized by motion of the Directors.

XXIX BYLAWS

1. At the annual meeting of the Society or at a Special Meeting and Special Resolution 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 (AF) for their approval and acceptance.
3. New or amended bylaws are not valid until approved by the Director.
4. 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.

XXX POLICIES AND PROCEDURES

1. The policies and procedures will be reviewed annually at a board meeting, two months following the Annual General Meeting, and proposed changes will be identified and tabled for decision at the next board meeting.

2. Policy changes aside from an annual review will be made by a director proposing such policy change at a board meeting, then tabling the issue, and voting on the policy change at the following board meeting.

XXXI FISCAL YEAR

1. The fiscal year of the Society shall be a twelve month period commencing on the first day of September each year.

XXXII INSURANCE

1. The Society shall at all times maintain theft insurance or fidelity insurance against loss or damage caused by employees, officers, and directors.
2. The Society shall at all times maintain general liability insurance in an amount not less than \$2,000,000 inclusive per occurrence (insuring against personal injury and property damage (including loss of use of property)).
3. In this section “theft insurance”, “fidelity insurance”, and “general liability insurance” have the meaning given to them by the *Classes of Insurance Regulation (AR 121/2001)*.
4. The Society shall at all times maintain directors and officer’s liability insurance.
5. No member is, in their individual capacity, liable for any debt or liability of the Society.
6. The Society may require users and riding members to carry personal or group insurance. The Board of Directors will determine the need for additional coverage. Details of requirements in Society Policies and Procedures.

XXXIII ANNUAL RETURNS

1. On or before the fifteenth day of February of the year following the annual meeting an annual return will be submitted to Alberta Agriculture and Forestry. The return shall include:
 - a) List of Directors with address and phone numbers,
 - b) Most recent financial review engagement report
 - c) Activities report
 - d) Most recent AGM minutes
 - e) 2nd most recent AGM Minutes
 - f) AGM Meeting sign in sheet indicating quorum.
2. The Board Executive and the General Manager are responsible for completing the annual return.

XXXIV FINANCIAL REVIEW

1. The directors shall appoint an Accountant of the Society who shall hold office for the following year, and may be replaced by resolution of the Directors or members at the annual meeting.
2. The accounts of the Society shall be reviewed annually in advance of each annual meeting by the accountant and a financial review engagement of the financial affairs of the Society shall be presented at the annual meeting.

XXXV DISSOLUTION OF THE SOCIETY

1. The dissolution of the Society can only take place through Special Resolution.
2. On the dissolution of a society, the Director may appoint as liquidator one or more persons to adjust and settle the affairs of the society and for that purpose the persons so appointed have full power to sell and dispose of the assets of the society.
3. The property of the society and the proceeds of its sale must be applied;
 - a. first in paying the expenses incurred in liquidating its affairs, including any remuneration of the persons appointed for that purpose as may be fixed by the Director, and
 - b. second in discharging the liabilities of the society to its creditors in full unless the property and proceeds of sale after paying the expenses incurred in liquidating the affairs of the society are not sufficient to discharge its liabilities in full, in which case the funds available shall be distributed among the creditors of the society on a prorated basis in accordance with the respective admitted claims of the creditors.
4. If the amount realized on the sale and disposal of the assets of the society is not sufficient to pay the costs of liquidation incurred by the liquidator in liquidating the affairs of the society, the Government shall pay to the liquidator those costs of liquidation that were not met by the amount realized on the sale and disposal of those assets.
5. The liquidator shall make a report to the Director as soon as the expenses of the liquidator and the liabilities of the society have been paid and satisfied either fully or on a prorated basis as provided in subsection (3) and at such other times as the Director may require.
6. If there is a surplus either in property or money after paying the expenses of liquidation and all the liabilities of the society, the liquidator shall at the time and place, and on the notice and in the manner that the Director directs, call a meeting of all persons who were members of the society immediately before its dissolution, and the meeting, by resolution, may authorize the liquidator to dispose by way of gift of all or any of the surplus to an association or body engaged in community service in the locality in which the society operated.
7. A surplus that remains in the hands of the liquidator after making a disposition authorized by a resolution passed under subsection (6),
 - a. if it is in money, shall be paid into and form part of the General Revenue Fund,
or
 - b. if it is not in money, vests in the Crown in right of Alberta.

XXXVI AMALGAMATION

1. The High Prairie Agricultural Society may amalgamate with another Agricultural Society as per section 27.1 of the Agricultural Societies Act, and operate as one society.
2. A Special Resolution meeting must be called in accordance with these by laws to amalgamate.
3. Each society proposing to amalgamate shall enter into an amalgamation agreement setting out the terms and means of effecting the amalgamation and, in particular, setting out
 - (a) the name of the amalgamated society;
 - (b) the name and address of each proposed director of the amalgamated society;
 - (c) whether the bylaws of the amalgamated society are to be those of one of the amalgamating societies and, if not, a copy of the proposed bylaws of the amalgamated society;
 - (d) any other matters that may be necessary to effect the amalgamation and to provide for the subsequent management and working of the amalgamated society.

XXXVII ALL OTHER MATTERS

1. In the event that these by-laws do not adequately cover any situation or item of concern to the Executive, Directors or members, reference shall be made to the Alberta Agricultural Societies Act, and Alberta Agricultural Society Regulation, which shall be the supreme authority whereby the action 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 High Prairie Agricultural Society.

Signed before the people at this meeting at the High Prairie, in the Province of Alberta this 23 day of November, 2020.

President:

Veronica Bedard
PRINT NAME

[Signature]
SIGNATURE

Vice-President:

Aaron Hechen
PRINT NAME

[Signature]
SIGNATURE

Director:

Meghan Payne
PRINT NAME

[Signature]
SIGNATURE

Director:

Jenn Krystal
PRINT NAME

[Signature]
SIGNATURE

Date Bylaws last Reviewed with no amendments or changes: _____

Appendix 1

Members Code of Conduct

We, the Members of the High Prairie Agricultural Society accept our individual and collective duty to participate unselfishly.

We commit to:

Serve the Agricultural Society by making decisions that best suit the interests of the Agricultural Society and the community it serves.

Prepare and participate in order to add value to the organization at all general meetings and functions.

Honour each other during and outside of meetings, appreciating the value and diversity that each other's experience and perspective bring to our organization.

Speak positively of the Agricultural Society so that our Board, staff, and the public receive a clear, consistent, honest message that honours our organization.

Respect of any information learned during our participation as members.

Avoids conflict of interest by informing the Board whenever there is perceived conflict and abstaining from motions, discussions or decision-making.

Uphold commitments by understanding the Agricultural Societies bylaws, being informed and supporting the plans set by the Board, ensuring the objectives of the Agricultural Society are being accomplished.

Seek excellence by investing in personal and organizational development and growth.

Appendix 2

Board and Staff Code of Conduct

1. The High Prairie Agricultural Society expects their Directors and Employees to conduct themselves in an ethical and businesslike manner and to display decorum in group and individual behaviour.
2. Directors and staff should be committed to the mission & vision statement, the philosophy of the society, know the appropriate policies and be willing to support them externally
3. Board Members must not exert any individual authority over the Society except as stated in the Ag Society's policies.
 - a. Individual Board Members do not have any authority to speak for the Society when they interact with staff, the public, the press and other entities unless granted this authority by the whole Board.
 - b. Board Members must not make any judgements of staff performance except if the performance is officially assessed against the Society policies.
4. Directors and staff are required to disclose any potential conflict of interest to the Board & refrain from participating in motion, discussion or decisions with respect to those matters
5. Directors are expected to attend Board meetings and those who are absent from consecutive three (3) meetings in a year will have their circumstances reviewed by the Selection Committee.
6. Immediate family members cannot work in a permanent full time or part time paid position for the High Prairie Agricultural Society.
7. Directors must treat as confidential any information obtained as a Director about the society, including members, employees and volunteers
8. Directors and staff deal with outside entities or individuals, with clients and staff, and with each other using fair play, ethics and straightforward communication.
9. Directors and staff will not accept tips, gratuities or rewards from any sponsor or contributor. Directors and staff must not participate in draws or ticket sales.

Print Name: _____ Signature: _____

Date: _____