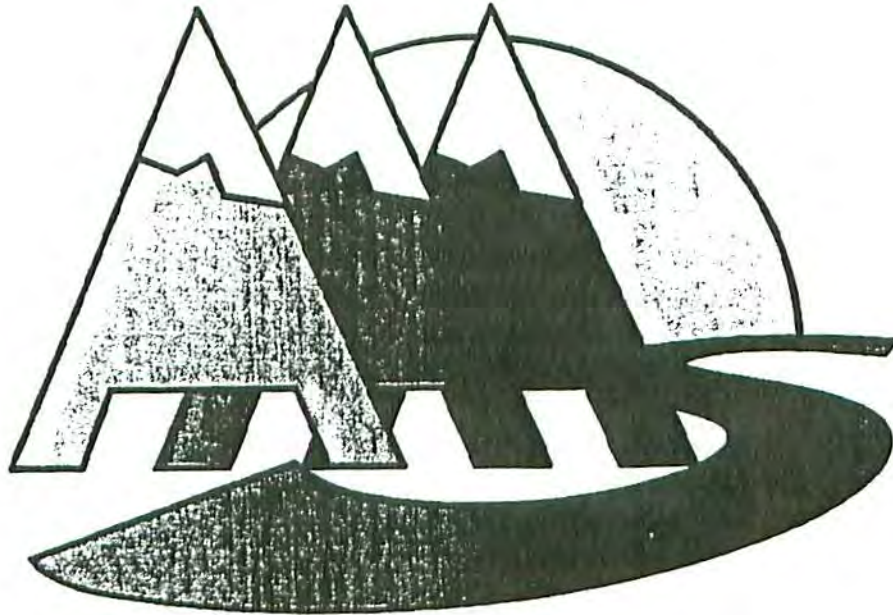


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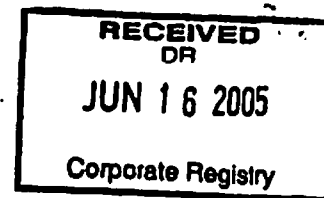


**Alberta Association
Of
Agricultural Societies**

By-Laws

FILED 210
JUN 16 2005
Registrar of Corporations
Province of Alberta

Revised: February 20, 2005



Special Resolution

I hereby certify that the following special resolution was passed at a meeting of the board of the members of

Alberta Association of Agricultural Societies on February 20, 2005.

The by-laws were changed as follows:

- The existing by-laws are repealed. They are replaced by the attached by-laws:
- 1. Incorporation: The Alberta Association of Agricultural Societies (AAAS) is a not-for-profit association, incorporated on May 22nd, 1974 under the Societies Act of Alberta, as Rural-Urban Community Association (RUCA). The name was changed by the 1978 Annual Meeting and was registered on April 3, 1978.
- **Article 1 Interpretation** In these by-laws: “**The Association**”, or “**AAAS**” shall mean the Alberta Association of Agricultural Societies; “**Board of Directors**” or “**Board**” shall mean the Board of Directors of the Association; “**Executive Committee**” or “**Executive**” shall mean the Executive Committee of the Association; “**Member**” or “**Members**” shall mean any or all of the Agricultural Societies that have qualified for membership, or other companies, organizations and individuals, who have qualified for membership. “**Society**” means the society incorporated as Alberta Association of Agricultural Societies. “**Voting Member**” means an organization or individual who becomes a Voting Member in accordance with Article 2.b. Words importing the singular gender include the plural and vice versa; words importing gender including masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated associations. The headings used throughout these By-laws are inserted for reference purposes only, and are, not to be considered, or taken into account in construing the terms of provisions of any Article nor to be deemed in any way to qualify, modify or explain the effect of any such terms of provision.
- **Article 2 Membership** a) The initial members of the Society were the applicants for incorporation, and those individuals or corporate or incorporated organizations who subsequently became members in accordance with these Bylaws, as amended from time to time.
b) Any agricultural society, incorporated and in good standing under the provisions of the Agricultural Societies Act, shall be eligible for full membership in the Association upon payment of the prescribed membership fee,
and/or
Any *individual*, firm or organization interested in the improvement of Agricultural Societies in Alberta may apply for membership in the Alberta Association of Agricultural Societies, and shall be eligible as a Service Member upon approval by the Board of Directors and on payment of annual membership dues.

Article 2 Membership continued

- c) All members have the right to attend the annual meeting
- d) All members shall abide by and behave in accordance with the Alberta Association of Agricultural Societies.
- e) Any member may withdraw from membership in the Association by giving notice in writing to the Association.
- f) Any member may be expelled from membership in the Association, for any cause deemed reasonable by the Association and recommended by the board, upon a two-thirds majority vote of the members in any general meeting of the Association.

- **Article 3 Board of Directors**
 - a) The affairs of the Association shall be governed by a Board of Directors, consisting of eleven (11) persons. Ten (10) of whom are elected by members in accordance with the guidelines as outlined in the "AAAS Policy Manual" at the Annual meeting. Or in the case of regional representatives who may be elected, following the same guidelines at prior regional meetings. The immediate Past President shall be ex-officio member of the Board.
 - b) Nine (9) directors, representing, the six regions in Alberta, as authorized in accordance with Alberta Agriculture Regions and Districts 1984 are as follows:
 - Region 1 – One (1) Director
 - Region 2 – One (1) Director
 - Region 3 – Two (2) Directors
 - Region 4 – Two (2) Directors
 - Region 5 – Two (2) Directors
 - Region 6 – One (1) Director
 - c) One director, representing the Service Members of the Association shall be elected annually at a meeting of the Service Members during the annual meeting to serve on the Board of Directors.
 - d) All Directors, excluding the Service Member Representative shall be elected to serve a term of three years. To afford continuity three Directors shall be elected each year. Directors shall only serve for three (3) continuous terms, and must take one (1) year off prior to running for re-election as a director.
 - e) It is the responsibility of each region and service members to elect their director(s) upon expiration of their term.
 - f) Director(s) must be a member of an agricultural society who are members of AAAS within the region they represent, or a service member of AAAS.
 - g) A Director can be removed from office if they are not fulfilling the elected position's requirements by a majority vote of the AAAS Board of Directors.
 - h) In the event of resignation, death or incapacity of any director, the Board may appoint an eligible person to fill such vacancy, for the remaining term of the Director being replaced.
- **Article 4 Board Meetings**
 - a) The board shall have, subject to these By-Laws and directions given by the members at any general meeting in the form of motion, recorded and passed at the meeting, shall have full control and management of the business and affairs of the Association.

Article 4 Board Meetings continued

b) Meetings of the board shall be called by the President and shall be called as often as the business of the Association shall require and at least a minimum of four (4) per year.

c) Special meetings of the board shall be called at the request of the President and/or of any two directors, given in writing stating the business for which the meeting is to be called.

d) Notice of the meeting of the board shall be given to each director at least fourteen (14) days by mail, fax, e-mail and or three (3) days by telephone. A quorum for meetings of the Board shall be five (5) directors.

- **By-law “Article 5 Officers” is changed to read: Article 5 Officers**
 - a) The officers of the Association shall be the President, the First President, the Second Vice-President, Treasurer, the Past President and the Directors.
 - b) At the first Board meeting following the Annual Meeting the Board shall elect from amongst themselves, the following – President, First Vice-President, Second Vice-President and Treasurer.
The term for the President shall be a maximum of two consecutive one-year terms elected by the Board, unless in the second year he/she ceases to be a member of the Board of Directors.
 - d) The President shall become the Past President after completion of his term as President and shall not run for re-election for the position of President for three (3) years following his completed term as President.
 - e) The President shall be an ex-officio member of all committees. The President chairs all Board of Directors meetings.
 - f) In the absence of the President, the First Vice-President shall act on his behalf.

- **Article 6 Executive Committee**
 - a) The Executive Committee shall be the following – President, First Vice-President, Second Vice-President, Treasurer and the Past President, and may at their discretion appoint a staff person to be a member of the Executive Committee.
 - b) Minutes of the Executive Committee shall be taken by a member of the Executive Committee as appointed by the President.
 - c) A quorum of the Executive Committee shall be four (4) members of the Committee.
 - d) The Executive Committee shall, subject to these By-Laws, have full authority to act for the Board between meetings of the Board. All funds of the Association shall be received and disbursed under its direction upon approval by the Board.

- **Article 7 Meetings of the Association**
 - a) The Association shall hold an annual meeting of the members not later than the last day of March in each year. Notice of each meeting shall be given to each member (in good standing) by mail at least thirty (30) days in advance of such meeting. Date and place of the annual meeting shall be set by the Board, prior to July 1st for the following year.

Article 7 Meetings of the Association continued

b) A quorum for meetings of the Association shall be forty (40) members (in good standing) of the Association.

c) Members shall be required to register with the office of the Association indicating their intent to attend the Annual Meeting.

d) Special meetings of the Association shall be called by the President upon request in writing of ten (10) or more members (in good standing) of the Association.

e) Members shall be notified of a special meeting by mail, fax, e-mail or telephone at least fourteen (14) days prior to the meeting date.

f) A quorum for special meetings of the Association shall be ten (10) members (in good standing) of the Association.

g) Voting at the Annual Meeting or Special Meetings shall be limited to one (1) vote for each member (in good standing) of the Agricultural Society in attendance at such meetings.

i) Regional meetings of the Association may be called by the director for a specific region, Member Associations in that region shall be given fourteen (14) days notice of such a meeting. A quorum for regional meetings shall be five (5) member Associations for that region.

- **Article 8 Fees & Assessments** a) Membership fees are set upon recommendations of the Board, and approved by a two-thirds majority vote of the membership of the Association at the annual meeting. Changes to these membership fees may only be made upon the recommendation from the Board, notice of such change shall be made in the form of a Special Resolution. Such a resolution shall be mailed with the notice of a General or Special meeting of the Association.

b) Special assessments may be levied at any general meeting on a two-thirds majority vote of the members (in good standing) present. Such special assessments shall be in the form of a Special Resolution, and a copy of the resolutions shall be mailed with the notice of a General or Special meeting of the Association.

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

- **Article 9 Auditing** a) The accounting records of the Association, shall be audited annually, by a duly qualified firm authorized by the Board. A complete and proper statement of the financial affairs of the Association shall be presented to the members at the annual meeting of the Association.

Article 9 Auditing continued

b) The fiscal year-end of the Association shall be October 31st.

c) Members of the Association shall have the right to inspect the accounting records of the Association, by giving reasonable notice to the office of the Association that the member would like to inspect the accounting records in the office of the Association. Reasonable notice shall be considered to be fourteen (14) working days.

- **Article 10 Remuneration** a) No officer or member of the Association shall be given remuneration for their services as a board member unless authorized by members with a two-thirds majority at an Annual Meeting.
Remuneration for expenses incurred in the performance of the Association duties shall be reimbursed as covered in the Association "Policies Manual"
- **Article 11 Policy Manual** a) The Association "Policy Manual" outlines the rules and procedures to be followed by the Board of Directors and the management of the Association.
b) Members of the Association may review the Policy Manual by giving notice of fourteen (14) working days that the member would like to review the manual in the office and may request through their regional director suggestions for possible changes to the "Policy Manual".
- **Article 12 Borrowing Powers** a) For the purpose of carrying out its objectives, the Association may borrow, raise or secure funding in such a manner as it deems necessary, subject to the guidelines in the Societies Act of Alberta.
- **Article 13 Amending By-Laws** a) These by-laws can only be amended by a special resolution at the Annual General Meeting (Only members can make special resolutions).
b) Notice of such a special resolution must be given to the office of the Association at least sixty (60) days prior to the Annual Meeting, and must be mailed to all members of the Association along with the notice of the Annual Meeting at least thirty (30) days prior to the date of the meeting.

Date:

June 10 / 05

Signature:

Roxanne Carr

Title:

EXECUTIVE DIRECTOR

Roxanne Carr