

**The Springbank Park For All Seasons
Agricultural Society**

Bylaws

Approved as of September 26, 2016

1. NAME

The name of the Society, formed in Alberta on January 25, 1972 under the authority of the *Agricultural Societies Act*, R.S.A. 2000, c. A-11 ("*Agricultural Societies Act*") is "The Springbank Park For All Seasons Agricultural Society".

2. DEFINITIONS

- (a) "Board" and/or "Board of Directors" means the board of directors of the Society;
- (b) "Bylaws" means the bylaws of the Society as amended;
- (c) "Directors" means the individuals elected by the members of the Society to form the Board of Directors of the Society;
- (d) "Members" means the individuals who have become members of the Society pursuant to Section 4 of the Bylaws;
- (e) "Officers" means the Directors elected by the Board to form the Executive Committee;
- (f) "Real Property" means any property, including buildings and other structures, that is attached directly to land, as well as the land itself and any related rights and interests;
- (g) "Society" means "The Springbank Park For All Seasons Agricultural Society"; and
- (h) "User Group" means a sub-group of Members involved in an activity which the Board has recognized as consistent with the Objects of the Society.

3. OBJECTS

The Objects of the Society are:

- (a) to establish, develop, lease, maintain, manage and operate (but not as a trade or business) a park and recreational facilities located in the Southwest Quarter (SW ¼) of section 27, Township 24, Range 3, West of the Fifth Meridian and the Southeast Quarter (SE ¼) of section 28, Township 24, Range 3, West of the Fifth Meridian within Rocky View County in the Province of Alberta, measuring approximately forty-nine (49) acres, known and hereinafter referred to as "The Springbank Park For All Seasons";
- (b) to promote and generally encourage educational, cultural, athletic, recreational and community endeavours at the Springbank Park For All Seasons and elsewhere within Rocky View County for the benefit of the residents of the County;
- (c) to raise funds to be used in furtherance of the Society's Objects, by any lawful means, including the solicitation of grants and donations; and,
- (d) to carry on any other activities which, in the opinion of the Board, are in furtherance of the aforementioned Objects.

4. MEMBERSHIP

Any person over the age of eighteen (18) years interested in the Objects of the Society may become a Member by:

- (a) paying either a Membership fee or a Facility Access Fee on his/her own behalf or on behalf of one or more minors under the age of eighteen (18) years of age;
- (b) having purchased a lifetime membership; or,
- (c) having been granted an honorary lifetime membership.

5. MEMBERSHIP FEES AND FACILITY ACCESS FEES

- (a) Membership and Facility Access Fees shall be determined by a motion of the Board and reviewed on an annual basis.
- (b) A Member is entitled to the privileges of membership including the casting of one vote at the Annual General Meeting as well as at any special general meetings called by the Board.

6. USER GROUPS

- (a) A group of individuals seeking User Group status shall be required to submit an application in a form approved by the Board.
- (b) Upon approval of two-thirds of the Directors, the Board shall grant or deny User Group status to an applicant group.
- (c) Upon approval of two-thirds of the Directors, the Board shall revoke User Group status of an existing User Group.
- (d) User Groups shall receive the benefit of:
 - (i) any preferential fee and/or scheduling arrangements the Board has approved in relation to the use of Society facilities; and,
 - (ii) any arrangement entered into by the Society with a third party that affords User Groups preferential fee and/or scheduling arrangements or other products or services.
- (e) User Groups shall be responsible for collecting Membership and/or Facility Access Fees and shall work with the Society to remit and reconcile said fees.
- (f) User Groups shall provide the Society with current lists of their members' names, addresses and email addresses and shall ensure that such members remain in good standing with the Society.

- (g) User Groups, upon being requested to do so by the Board, shall provide:
 - (i) an original or updated statement indicating the nature of the objects and activities of the User Group, including an explanation of how those objects and activities are consistent with the Objects of the Society;
 - (ii) at each meeting of the Board, updates of their activities, in verbal or written form;
 - (iii) financial statements on an annual basis, unless otherwise requested by the Board; and,
 - (iv) any other information required by the Board regarding their operations or financial affairs.
- (h) The Secretary shall maintain a list of User Groups which shall be reviewed by the Board and updated as required on an annual basis.

7. BOARD OF DIRECTORS

- (a) The Board of the Society shall consist of no less than twelve (12) and no more than twenty-eight (28) Directors, who shall be elected at the Annual General Meeting in accordance with subsection 12(c)(vii) of these Bylaws. In addition to the Directors duly elected at the Annual General Meeting, the following individuals shall be appointed as Directors:
 - (i) one (1) member of the extended family of James and Irene Robinson, the individuals who contributed the land upon which the Springbank Park For All Seasons is located;
 - (ii) one (1) currently serving Councillor representing Division 2 or 3 of Rocky View County;
 - (iii) one (1) currently serving representative from the Board of Trustees of Rocky View Schools; and

- (iv) the immediate Past-President of the Society.
- (b) Only Members of the Society shall be qualified to stand for election as a Director or to vote at the election of Directors at the Annual General Meeting.
- (c) Every Director of the Society and his/her appointed personal representative(s) shall, from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, losses, and expenses whatsoever, which such Director may incur, or become liable for, by reason of any act, deed, matter or thing whatsoever made, done or permitted by him/her or any other Director in or about the execution of the duties of his/her office with the exception of the costs, charges, losses and expenses as are occasioned by his/her own dishonesty, wilful neglect or wilful default.
- (d) Each Director shall conduct his/her affairs as a representative of the Society in compliance with the Society's Code of Conduct Policy which shall be provided to each Director.

8. ELECTION OF DIRECTORS AND TERM OF OFFICE

- (a) The election of the Directors shall be held at the Society's Annual General Meeting.
- (b) With the exception of the Directors appointed pursuant to subsection 7(a) of these Bylaws, each Director of the Society shall be elected for a term of one (1) year.
- (c) Where a Director is absent from three (3) consecutive meetings of the Board, all of which he/she has been given notice of as per subsection 12(b) of these Bylaws, and such absences have not been explained to the satisfaction of the Board, the Board may declare that Director's office vacant.

- (d) If the office of a Director becomes vacant before the Director's term of office expires, the remaining Directors may appoint a person who is eligible to serve as a Director to fill the vacancy for the remainder of the unexpired term, in order to ensure compliance with subsection 7(a) of these Bylaws.

9. EXECUTIVE COMMITTEE OF THE SOCIETY

- (a) The Executive Committee of the Society shall consist of the following elected officers: President, 1st Vice-President, Secretary, Treasurer, Past-President, and 2nd Vice-President.
- (b) With the exception of the Past-President, the officers who form the Executive Committee shall be elected by the Directors at the first Board meeting that follows the Annual General Meeting.

10. SUSPENSION OF MEMBERSHIP

- (a) The Board, by majority vote at a meeting of the Board called for that purpose, may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:
 - (i) the Member has failed to abide by the Bylaws;
 - (ii) the Member has disrupted meetings or functions of the Society;
 - (iii) the Member has engaged in behaviour that has had a detrimental impact on the use and/or enjoyment by another person of the Springbank Park For All Seasons; or,
 - (iv) the Member has otherwise acted in a manner judged by the Board to be detrimental to the Society.
- (b) The affected Member shall receive, via electronic means, no less than 2 weeks' notice of the Board's intention to hold a meeting to hear submissions and determine whether or not the Member should be suspended.

- (c) The notice shall state the reasons for which the suspension is being considered.
- (d) The Member shall have an opportunity to appear before the Board to address the matter.
- (e) The Board shall determine how the matter will be dealt with, and may limit the time given to the Member to address the Board.
- (f) The Board may exclude the Member from its discussion of the matter, as well as from the deciding vote.
- (g) The decision of the Board shall be final.

11. TERMINATION OF MEMBERSHIP

- (a) 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 shall be removed from the membership register.
- (b) The membership of a Member is ended upon his/her death.
- (c) If a Member has not paid the annual membership fee within six (6) months of the preceding Annual General Meeting, the Member is considered to have submitted his/her resignation.
- (d) The Board, by a two-thirds (2/3) majority vote, at a meeting of the Board called for that purpose, may expel any Member for any cause which is deemed sufficient in the interests of the Society, as follows:
 - (i) the affected Member shall receive, via electronic means, no less than 2 weeks' notice of the Board's intention to hold a meeting to hear submissions and determine whether or not the Member should be expelled;
 - (ii) the notice shall state the reasons for which the expulsion is being considered;
 - (iii) the Member shall have an opportunity to appear before the Board to address the matter;

- (iv) the Board shall determine how the matter will be dealt with, and may limit the time given to the Member to address the Board;
 - (v) the Board may exclude the Member from its discussion of the matter, as well as from the deciding vote; and,
 - (vi) the decision of the Board shall be final.
- (e) No right or privilege of any Member is transferable to another person.
 - (f) Although a Member ceases to be a Member, he/she is liable for any debts he/she has owing to the Society at the date he/she ceases to be a Member.

12. MEETINGS OF THE SOCIETY

- (a) The Society shall hold an Annual General Meeting on or before the 30th day of September of each year at such a time and place as may be determined by the Directors.
- (b) Notice of the Annual General Meeting shall be communicated to each Member at least 14 days prior to the date of said meeting by the posting of such notice on the website used by the Society to communicate information to Members.
- (c) The Order of Business of the Annual General Meeting shall be as follows:
 - (i) Approval of Minutes of previous Annual General Meeting;
 - (ii) Addresses and reports of Officers, including presentation of the annual audited financial statements for the Society's most recently completed fiscal year;
 - (iii) Reports of committees;
 - (iv) Unfinished business;
 - (v) New Business (including any proposed amendments to Bylaws);
 - (vi) Addresses and discussions;

- (vii) Election of the Society's Board of Directors;
 - (viii) Appointment of Auditors; and
 - (ix) Adjournment.
- (d) The President shall present to the Annual General Meeting:
- (i) a written report reviewing the Society's activities and business for the Society's most recently completed and current fiscal years;
 - (ii) a listing that includes the names of each Member as of the date of the Annual General Meeting;
 - (iii) audited financial statements for the Society's most recently completed fiscal year.
- (e) A special general meeting must be called by the Board to receive authorization from the Members before selling, mortgaging, leasing for over five (5) years or otherwise disposing of any real property owned by the Society, as well as for the purpose of borrowing any amount of funds for greater than a one-year term.
- (f) Notice of a special general meeting shall contain full information regarding the purpose of the meeting, as well as the date, time and place of the meeting, and shall be communicated at least one month prior to the date of said meeting to each Member by the posting of such notice on the website used by the Society to communicate information to Members.
- (g) Meetings of the Society, other than the Annual General Meeting, may be held at any time that the Directors determine.

13. MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board shall be held upon the dates approved by the Board at the Board Meeting that follows the Annual General Meeting.

14. QUORUM

- (a) At the Annual General Meeting of the Society, five (5) Members and six (6) Directors constitute a quorum.
- (b) At a meeting of the Board, six (6) Directors constitute a quorum.

15. ANNUAL REPORT TO PROVINCE

The Secretary shall ensure that an agricultural society annual report and related items are signed and submitted on behalf of the Society as required by the *Agricultural Societies Act* and related Regulations.

16. OFFICERS AND DIRECTORS

- (a) The Directors shall serve on a voluntary basis without remuneration by the Society.
- (b) The affairs of the Society shall be administered by the Board as directed at the Annual General Meeting, by Members at a special general meeting, and as required by the Bylaws of the Society and the *Agricultural Societies Act*.
- (c) The Directors shall receive financial statements and other reports from the Treasurer and approve payment of outstanding accounts on a regular basis.
- (d) The Board shall appoint such standing, as well as special, committees as are required to fulfill the Objects of the Society.
- (e) The Board shall ensure that all necessary records, whether of a financial or program nature, are maintained so that the Society is able to inform its Members of its activities.
- (f) The Board shall ensure that the duties of Officers, employees and volunteers and properly performed.
- (g) The Board shall develop Operating and Capital budgets for the next fiscal year prior to the commencement of that fiscal year.

17. COMMITTEES

- (a) Committees shall be struck, reviewed, terminated and have terms of reference defined by the Board.
- (b) The general membership shall be informed annually of the committees of the Society.
- (c) Each committee shall be organized by a Director who shall be a member of the committee.
- (d) With the exception of one Director, the balance of the committee may be recruited from the general membership.
- (e) Subject to Board approval, each committee shall have the authority to form any sub-committees necessary to assist in the completion of its assigned task(s).
- (f) Special committees struck for specific projects may not require Board representation, as the Board determines.
- (g) Each committee shall receive from the Board a detailed outline of its task(s), time limits for completing such task(s), directions as to when and how it is to report to the Board and directions as to a budget.
- (h) Each committee shall organize itself in order to best carry out the task(s) identified by the Board and shall report back to the Board.

18. DUTIES OF THE PRESIDENT

The President shall:

- (a) preside at all meetings of the Society;
- (b) provide leadership to the Society that will result in the furtherance of the Objects of the Society;
- (c) exercise general supervision and direction over the business of the Society;
- (d) delegate tasks and responsibilities to other Board members so that they may take an active part in the affairs of the Society;

- (e) provide for orientation of new Board members immediately after the election;
- (f) initiate appropriate workshops or other in-service training for Board members and/or the total membership that will improve the functioning of the Society; and,
- (g) represent the Society within the Springbank community and in its interaction with other community organizations.

19. DUTIES OF THE VICE-PRESIDENTS

The Vice-Presidents shall:

- (a) act in the absence of the President; and
- (b) perform such duties as may be directed by the President or the Board.

20. DUTIES OF THE SECRETARY

The Secretary shall:

- (a) ensure the keeping of minutes of all meetings of the Board, Executive Committee, committees formed pursuant to Section 17 of the Bylaws, and general membership of the Society;
- (b) send notices of all meetings as required by the Bylaws;
- (c) receive and respond to all correspondence as directed by the Board;
- (d) ensure the filing of the annual return required by the Province of Alberta;
- (e) maintain a current list of Members;
- (f) circulate information of interest to the Members via the Society's website;
- (g) keep charge of the corporate seal of the Society;
- (f) perform such other duties as may be directed by the Board; and,
- (h) delegate any of the above-noted duties to a Society employee as deemed appropriate by the Secretary to do so.

21. DUTIES OF THE TREASURER

The Treasurer shall:

- (a) ensure that financial records are kept as required by the Board;
- (b) present the financial records as required by the Board;
- (c) ensure that the Society's annual audited financial statements are forwarded to the Province of Alberta;
- (d) receive and deposit all funds of the Society in the chartered bank designated by the Board;
- (e) submit all bills to an Officer for approval of payment;
- (f) prepare for signature cheques in payment of accounts;
- (g) prepare the necessary documentation required for applications for general, operation or capital grants that may be available to the Society;
- (h) perform such other duties as may be required by the Board; and,
- (i) delegate any of the above-noted duties to a Society employee as deemed appropriate by the Treasurer to do so.

22. DUTIES OF THE SECRETARY-TREASURER

Where these duties are combined in one position, the duties shall consist of those listed for both the Secretary and Treasurer.

23. SOCIETY FUNDS

- (a) The funds of the Society shall not be expended for any objects inconsistent with those of the Society or the *Agricultural Societies Act*.
- (b) Subject to the Bylaws 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 discretion.
- (c) The funds of the Society shall be deposited to the credit of the Society in the chartered bank as directed by the Board.

- (d) The Board shall, by motion, grant cheque-signing authority to the President, one or more Vice-Presidents and the Treasurer of the Society.
- (e) Cheques of the Society shall be signed by two (2) of the individuals to whom the Board has granted signing authority.

24. BORROWING BY THE SOCIETY

The Society may from time to time, for the purpose of carrying out its Objects or for capital purposes, borrow sums of money and may from time to time issue notes, bonds, debentures and other securities, subject to subsection 12(e) of these Bylaws and subject to approval of the Board and of Rocky View County.

25. INSURANCE

- (a) The Society shall at all times maintain fidelity insurance against loss or damage caused by employees, Officers and Directors, as well as property insurance, liability insurance, and directors and officers liability insurance.
- (b) "Fidelity insurance", "property insurance", and "liability insurance" have the meaning given to them by the Classes of Insurance Regulation (AR 144/2011).
- (c) No Member is, in his/her individual capacity, liable for any debt or liability of the Society.

26. CONFLICT OF INTEREST

- (a) For the purposes of this Section, a conflict of interest refers to a situation in which private interests or personal considerations may affect a Director's ability to act in the best interests of the Society.
- (b) The Directors shall act in the best interests of the Society and shall at no time, intentionally or otherwise, in any manner, seek to influence a decision made or to be made by or on behalf of the Society, or

otherwise place themselves in a position where their own interests are in conflict with those of the Society.

(c) In the event that a Director or any member of his/her immediate family discovers or can reasonably be expected to discover that he/she:

- (i) has any direct or indirect financial interest in any matter that comes before the Board or any committee thereof;
- (ii) is a party to a material contract or proposed material contract that comes before the Board or any committee thereof; or,
- (iii) has a material interest in any person, corporation, partnership or other organization or entity which is a party to a material contract or proposed material contract that comes before the Board or any committee thereof,

a conflict of interest shall be deemed to have arisen and such Director ("the Conflicted Director") shall immediately disclose to the President the existence and nature of such conflict of interest.

(d) A Conflicted Director who has disclosed a conflict of interest shall not be present for, or otherwise participate in, any discussions, decisions or votes regarding the matter which forms the subject of the conflict of interest.

(e) For the purposes of determining quorum, a Conflicted Director who absents him/herself from a vote regarding the matter which forms the subject of the conflict of interest shall be deemed to have continued his/her presence if a majority of the members of the Board or committee thereof are present at the time of such vote.

(f) For the purpose of this Section, the term "conflict of interest" shall include a perceived conflict of interest, a potential conflict of interest and an actual conflict of interest, which are defined as follows:

- (i) a perceived conflict of interest occurs when there is a perception formed by a reasonable, informed third party that a conflict of interest exists;
 - (ii) a potential conflict of interest occurs when a Director has knowledge that the performance of a duty or function or the exercise of a power may result in a direct or indirect personal gain, including a gain in favour of a related person, but has not yet performed the duty or function, or exercised the power; and
 - (iii) an actual conflict of interest occurs when a Director performs a duty or function or exercises a power with the knowledge that there may be a direct or indirect personal gain, including a gain in favour of a related person.
- (g) For the purpose of this Section,
- (i) "immediate family member" means:
 - (A) the Director's spouse or common-law partner;
 - (B) the Director's father and mother and the spouse or common-law partner of the father or mother;
 - (C) the Director's children and the children of the Director's spouse or common-law partner;
 - (D) the Director's grandchildren;
 - (E) the Director's siblings;
 - (F) the Director's grandparents;
 - (G) the father and mother of the spouse or common-law partner of the Director and the spouse or common-law partner of the father or mother; and
 - (H) any relative of the Director who resides permanently with the Director or with whom the Director permanently resides;
 - (ii) "common-law partner" means a person who has been

cohabiting with an individual in a conjugal relationship for at least one (1) year; and

- (iii) "related person" means a corporation, organization or other entity which a Director owns or controls, an employee of such a corporation, organization or other entity, or an "affiliate", as that term is defined in the *Business Corporations Act*, R.S.A. 2000, c.B-9.
- (h) In the event that a Director acts in violation of this Section, the Board shall immediately declare such Director's office vacant.
- (i) This Section does not apply to any contract or other financial arrangement made between the Society and Rocky View County.

27. EXECUTION OF DOCUMENTS

All documents required to be executed by or on behalf of the Society shall be approved by resolution of the Board, and shall be executed by such Officers or other persons as designated in the authorizing resolution, and those documents shall not be binding upon the Society unless properly executed on behalf of the Society as aforesaid.

28. BYLAWS

- (a) The Members may make, alter and repeal bylaws for the general management of the Society at the Annual General Meeting of the Society or at a special general meeting called for that purpose.
- (b) Any amendments to the Bylaws shall be sent to the Agricultural Society Program, Alberta Agriculture and Forestry, for approval and acceptance.
- (c) The Bylaws shall be reviewed annually by the Board prior to the Annual General Meeting and any changes to the Bylaws shall be approved by the Members at the Annual General Meeting or at a special general meeting called for that purpose.

29. FISCAL YEAR

The fiscal year of the Society shall be a twelve (12) month period commencing on the 1st day of July each year.

30. AUDIT

- (a) The Directors shall appoint an auditor of the Society who shall hold office from year to year and may be replaced by resolution of the Board or by Members at the Annual General Meeting.
- (b) No Director shall be appointed auditor during his/her term as a Director.
- (c) The accounts of the Society shall be audited annually by the auditor in advance of each Annual General Meeting and the audited statement of the financial affairs of the Society shall be presented at the Annual General Meeting.

31. DISSOLUTION OF THE SOCIETY

- (a) The Society may, at a special general meeting of the Society, pass a resolution dissolving the Society.
- (b) Notice of the special general meeting shall contain full information regarding the purpose of the meeting, as well as the date, time and place of the meeting, and shall be communicated at least one month prior to the date of said meeting to each Member by the posting of such notice on the website used by the Society to communicate information to Members.
- (c) A copy of the resolution dissolving the Society must be provided to the Director appointed under the Agricultural Societies Act.
- (d) When the Director is satisfied that the Society is no longer in operation or if a resolution has been passed in accordance with subsection (a), the Director may, on 60 days written notice to the Society, cancel the Society's certificate of incorporation.
- (e) In the event that the Society's certificate of incorporation is cancelled, the Society is dissolved, its Directors and Officers cease to hold office

and the liquidation of the Society's assets and the settling of the Society's affairs shall proceed according to Section 42 of the Agricultural Societies Act.

32. ALL OTHER MATTERS

In the event that these Bylaws do not adequately cover any situation or item of concern to the Executive Committee, Board or Members, reference shall be made to the *Agricultural Societies Act*, which shall be the supreme authority by which the actions and activities of the Society are managed and controlled.

Dated at Springbank, in the Province of Alberta, this 26th day of September, 2016

Christine Pennell

Signed by (Print Name)
President

Christine Pennell

Signature

Lisa Skelton

~~Secretary~~
Signed by (Print Name)
~~Secretary Treasurer~~

Lisa Skelton

Signature

Greg Hartman

~~Treasurer~~
Signed by (Print Name)
Board Member

g/h

Signature

HELEN COBURN

~~2nd~~ VICE-PRESIDENT
Signed by (Print Name)
Board Member

Helen Coburn

Signature