

November 9, 2021

Taber Exhibition Association  
6602 – 53 Street  
Taber, AB  
T1G 2A2

Dear: Kristen Nickolson,

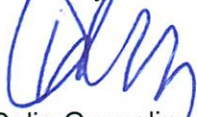
**RE: AG SOCIETY BYLAWS**

Thank you for updating your bylaws. I have reviewed your submission and find the bylaws consistent with the *Agricultural Societies Act* of Alberta.

Please find attached to this letter, the copy of your bylaws, accepted and approved by *Agriculture and Forestry*.

A "Bylaw Revision Cover Letter" is also included to assist you when updating your Society's bylaws in the future.

Sincerely,



Colin Gosselin  
Senior Project Coordinator, *Agricultural Societies Act*

Enclosures

**TABER EXHIBITION ASSOCIATION BY-LAWS** NOV - 9 2021

**ARTICLE I – NAME**

**APPROVED**

1. The name of the Association Shall be Taber Exhibition Association as registered.
2. The office of the Association shall be located in the Town of Taber and the postal address of the Association shall be:  
Taber Exhibition Association  
6602 – 53<sup>rd</sup> Street  
Taber, Alberta  
T1G 2A2

*DM*  
*Colin Gosselin*

**ARTICLE II – INTERPRETATION**

In the By-laws, unless the context or subject matter requires a different meaning;

- (a) "Association" means the Taber Exhibition Association, incorporated under the Agricultural Societies Act, October 10, 1961 as Taber Agricultural Society, which name change was approved December 2, 1972.
- (b) "By-laws" means these By-laws of the Association. Any interpretation of the by-laws shall be in accordance with the Act.
- (c) "Act" means the Agricultural Societies Act, and shall include any regulations pursuant to the Act.
- (d) "Board" means the Board of Directors and/or the Directors of the Association.
- (e) "Chair" means the Chair of the Board, who shall be the President of the Association.
- (f) "Shareholders" includes members and vice-versa.
- (g) "Director" means member of the Association who is a member of the Board.
- (h) "Executive Committee" means President, Vice-President, Treasurer and Secretary.

**ARTICLE III - OBJECTIVES**

1. The objectives of the Association shall be in general those set out in the Act, and in particular are:
  - (a) to encourage and support improvement in agriculture and in the quality of life of persons living in the rural community by developing programs, services and facilities based on needs in the community.
  - (b) to accomplish this through various activities including but not limited to community fairs, rodeo, gymkhana's, farmers market, riding clubs, heritage and cultural events, community youth programs, community beautification, and 4-H.
2. To obtain its objectives, the Association may obtain financial support by whatever means it may determine not inconsistent with the provisions of the Act.

#### **ARTICLE IV- MEMBERSHIP AND SHARES**

1. Membership in the Association shall be open to all persons, associations of persons, or corporations interested, and in support of, the objectives of the Association.
2. Each society member shall be required to purchase and own at least one share in the Association of a par value of ten dollars (\$10.00). Shares shall be non-interest bearing, non-transferable and non-redeemable.
3. Each association of persons, or corporation, who is a society member of the Association may designate one voting delegate or agent as its representative at any general meeting of the Association.
4. The Association shall levy an annual assessment on each member of five dollars (\$5.00) at each annual meeting for the next ensuing fiscal year.
5. Each society member must have paid the annual levy to be eligible to:
  - (a) vote at the annual meeting
  - (b) vote at any special meeting
  - (c) be elected as a Director
  - (d) Chair a committee
6. The only circumstance in which the sale of new society membership or renewal may be suspended is when that individual has been given a disciplinary order or letter from the Board of Directors indicating a suspension or a person is in arrears with the association.
7. The manner or criteria to suspend or cancel a membership shall be based on:
  - (a) society member is found to be displaying unethical behavior. Examples of unethical behavior are: gossip, abusive language or bullying through verbal or electronic means.
  - (b) society member is in arrears with the association.
  - (c) the society membership will be suspended or cancelled by a majority vote of the Board of Directors.

#### **ARTICLE V - BOARD OF DIRECTORS**

1. The affairs of the Association shall be administered by a Board of directors consisting of twelve (12) members.
2. All but two (2) members of the Board of Directors shall be elected at the annual meeting of the Association by and from the members, or delegates of corporate members of the Association. All but one (1) of the elected members must reside within the municipal boundaries of the Municipal District of Taber.

Directors shall serve for a term of three years and shall be eligible for re-election. Directors must be members in "good standing" with the Association (i.e. not currently in arrears on any monies owing to the Association.)

There is no maximum number of terms a Director may serve.
3. Because of the special relationship between the Association and the Town of Taber and the Municipal District of Taber, the Board will have:

(a) one Director appointed by the Town of Taber and one Director appointed by the Municipal District of Taber and,

(b) those Directors shall be a voting member of the board.

4. If a director resigns, or vacates their office or if a vacancy occurs on the board for any reason, the Board of Directors shall fill such vacancy by a majority vote of the Board of Directors. The Board of Directors will nominate a member who holds a current and valid membership of the association.

5. The Board of Directors shall meet subsequent to each annual general meeting, and shall elect from the Executive Committee from within:

(a) a President who shall be Chair of the Board and

(b) a Vice-President, Treasurer and Secretary.

In the event that the Board of Directors must appoint, elect or remove an officer from the Executive Committee it may be done at a Board of Director meeting by majority vote.

6. The elected officers of the Board shall comprise an Executive Committee for the conduct of the business of the Association between meetings of the Board. A Board Member shall serve one active term on the Board prior to holding an executive position. The Committee shall be comprised of:

(a) The President, and

(b) The Vice-President, Treasurer and Secretary.

7. The duties and functions of the Directors are:

(a) The President

(i) call and lead board meetings, annual general meetings and special meetings

(ii) are to be the liaison with Management

(iii) has the authority to sign documents and financial items with board of director approval

(iv) has access to the association's bank accounts and can accept e-transfers

(v) this is a voting position

(b) The Vice President

(i) to attend meetings, call and lead meetings when the President is unable

(ii) has the authority to sign documents and financial items with board of director approval

(iii) has access to the association's bank accounts and can accept e-transfers

(iv) this is a voting position

(c) The Treasurer

(i) to attend meetings

(ii) has access to online bookkeeping software

(ii) has the authority to sign documents and financial items with board of director approval

(iii) has access to the association's bank accounts and can accept e-transfers

- (iv) this is a voting position
  - (d) The Secretary
    - (i) to attend meetings
    - (ii) has the authority to sign documents, excluding cheques with board of director approval
    - (iii) this is a voting position
  - (e) Town of Taber and Municipal District of Taber Representatives
    - (i) to attend meetings
    - (ii) to be the liaison with the Town of Taber or Municipal District of Taber
    - (iii) this is a voting position
  - (f) General Board of Director
    - (i) to attend meetings
    - (ii) this is a voting position
8. The Board of Directors may hire a person to act in the capacity of secretary and/or bookkeeper. These persons shall:
- (a) serve at the Board's pleasure
  - (b) negotiate with the Board for remuneration
  - (c) report to the Board
  - (d) have a term of reference and duties outlined
  - (e) shall not be a voting member of the Board
9. The Board of Directors may hire as the need arises to assist the Association and the Board in carrying out its objectives (Article III). This person shall:
- (a) have a contract outlining the duties and terms of reference of the position
  - (b) serve at the Board's pleasure
  - (c) negotiate with the Board for remuneration
  - (d) report to the Board through the Chair
10. The Board of Directors shall have and maintain a policy manual. This manual shall:
- (a) outline duties and responsibilities of its officers and employees
  - (b) outline policies for day to day operations of
    - (i) the Board
    - (ii) facilities
    - (iii) employee relations
    - (iv) those items at the discretion of the Board
  - (c) be amended by majority of the Board.
11. The Board of Directors shall at the annual meeting:
- (a) present financial statements equivalent to a Review Engagement for the fiscal year that has just ended.

- (b) present a report on each activity carried out by the Board and a brief explanation of receipts and expenditures for each activity
  - (c) provide a list of members of the Society at the end of that year.
12. The Association may have on its Board appointed, non-voting members. The Association may appoint these members for a one year term. The members may be appointed from:
    - (a) Alberta Agriculture & Forestry
    - (b) Any person or organization they see fit
  13. The Board of Directors may approve the reimbursement of expenses for a Director while that Director is on business for the Board.
  14. No Director of the board shall be paid for performing their duties.
  15. The Board of Directors establish the policies and procedures of the Association.
  16. The Board of Directors through the President ensure that the Facility Manager executes the Association's policies and procedures established by the Board of Directors.
  17. The Facility Manager executes the policies and procedures of the Association.
  18. Only one member per household may serve on the Board of Directors.

#### **ARTICLE VI - MEETINGS**

1. The annual general meeting of the Association shall be held within one hundred and twenty (120) days after the end of the fiscal year for the purpose of receiving annual reports, the report of the auditor, and for the election of directors, at a time and place set by the Board.
2. Special general meetings shall be called by the Board on a motion supported by seventy five percent (75%) majority of the directors, or on receipt of written request signed by at least 10 members of the Association.
3. Fourteen (14) days notice shall be given for every general meeting of the Association. The meeting notice will be posted on the official website of the Association.

[www.taberagplex.com](http://www.taberagplex.com)

The agenda of the annual general meeting shall be posted on the official website of the Association 14 days prior to the annual general meeting.

The order of business of the annual general meeting shall be as follows:

- (a) Call to Order
- (b) Additions to Agenda
- (c) Adoption of Agenda
- (d) Review of Prior Year Annual General Meeting Minutes
- (e) President's Report
- (f) Manager's Reports
- (g) Financial Statements
- (h) Standing Committee Reports
- (i) Old Business

- (j) New Business
  - (k) Discussion from the Floor
  - (l) Nominations for Board of Directors
  - (m) Election for Board of Directors \*In the event that a vote must be held, it will be done via secret ballot or by a show of hands.
  - (n) Adjournment
4. Meetings of the Board of Directors shall be held as often as necessary but at least monthly unless by resolution of the board. A majority of the board shall constitute a quorum (minimum 5).
  5. The Board of Directors recognizes the use of technology, in the event a Director cannot attend a meeting in person they may choose to attend the meeting via telephone or electronic video if they see fit.
  6. Meeting minutes will be distributed via email for the Directors to review and a motion to accept the meeting minutes will be made at the following monthly meeting.
  7. The auditor shall be appointed each year at the Annual membership meeting.
  8. Ten (10) members shall constitute a quorum (for any general or special meeting.)
  9. Twenty one (21) days notice shall be given for every special meeting.
  10. The Board must call a special general meeting of the Society when requested to do so by at least ten (10) of the members. A request must be in writing and state clearly the nature of the business to be transacted at the meeting. Where the Board receives a request in writing,
    - 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,the members making the request, or any other ten (10) or more of the members, may call a meeting of the Society.
  11. Any issue addressed by the Board of Directors at any regular meeting of The Board of Directors, where a resolution has been voted upon, either carried or defeated, other than a motion to table, shall only be brought back to the regular meeting of the Board of Directors one (1) more time during the fiscal year.
  12. In the event that a vote must be done via Proxy, the Office Manager and Executive will make their best effort to contact all Board of Director's for their verbal, text or email vote.
  13. In the event of an emergency, the President may order a Board of Director meeting with 3 hours' notice or greater. An emergency can include environmental, weather, contractual, land, legal or financial factors.

## **ARTICLE VII - FISCAL YEAR**

1. The fiscal year of the Association shall begin on July 1st of each year.

## **ARTICLE VIII - BY-LAWS AMENDMENTS**

1. The By-laws of the Association may be amended at general or special meeting by a vote of seventy five percent (75%) of the membership. Exceptions apply as per the Agricultural Societies Act Sec 1 (D) (ii-iii)
2. A resolution to amend the by-laws may be introduced by the Board, or by any member on written submission to the Board.
3. Notice of motion to amend the by-laws, in the form of resolution, shall be submitted to the members along with the call to the meeting.
4. In the event that a vote must be done via Proxy, the Office Manager and Executive will make their best effort to contact all members of the Association for their verbal or emailed vote.
5. Any bylaw or bylaw amendments accepted by the majority of the members of the Association does not come into effect until it is approved and accepted by Alberta Agriculture and Forestry.

## **ARTICLE IX - SOCIETY FUNDS**

1. The funds of the Association shall not be expended for projects inconsistent with the Association's objectives.
2. The cheque's of the Association shall be signed by any two of the following:
  - (a) the President
  - (b) the Vice-President
  - (c) the Treasurer
3. All expenditures shall be pre-approved by the Board of Directors
4. Funds may be allocated to committees for their use with the approval of a written budget presented at a board meeting and attached to the minutes for future reference.
5. **PROCEDURES FOR WRITE OFF OR DISPOSAL OF T.E.A. EQUIPMENT:**

Once an item has been deemed unserviceable or un-repairable or no longer required, the manager shall submit a memo to the President outlining the description of each item, the quantity, the replacement cost and the reason for the write off. The President shall present the recommendations to the Board of Directors for their approval action on disposal. This process including the proceeds details shall be added to the minutes of the next meeting.
6. **PURCHASING PROCEDURES:**

All capital expenditures are to be publicly tendered out, opened in the public and the tender must be approved by the Board of Directors as a whole. The Minutes of the T.E.A. shall include a list of tenders and the reason for approval or disapproval. With the exception of extraordinary circumstances or emergency situations.



7. **BORROWING BY THE ASSOCIATION:**

The Association may for the purpose of carrying out its objects or for capital purposes, from time to time borrow money and from time to time issue notes, bonds, debentures and other securities. The Board may not borrow more than \$500,000 without the authorization of the members of the Society.

8. **SIGNING AUTHORITY MAXIMUM:**

Signing Authorities are authorized to disperse funds up to but no greater than \$200,000 per transaction without Membership approval.

**ARTICLE X - REAL ESTATE**

1. The Association may acquire and hold real estate and property for the purpose of carrying out the objectives of the Association.
2. The Board of Directors shall not sell, mortgage, lease for over a year, or otherwise dispose of any real property owned by the Association unless:
  - (a) authorized by the members, and
  - (b) done so at a special meeting called for this purpose, and
  - (c) twenty one (21) days notice is given to the members in calling for a special meeting.

**ARTICLE XI - COMMITTEES**

1. The Board of Directors may appoint committees for any purpose consistent with the Association's objectives.
2. The Board shall have the power to establish or disestablish:
  - (a) standing committees
  - (b) special committees
3. A standing committee shall:
  - (a) provide policy or management advice to the Board
  - (b) carry out the objectives of the Association within its terms of reference
  - (c) a Director shall be chair of the committee
  - (d) committee members shall be drawn from the general membership
4. A special committee shall:
  - (a) be appointed with a specific term of reference and timeline
  - (b) dissolve at the end of its timeline or term of reference
  - (c) be chaired by an appointment made by the Chair of the Association
  - (d) committee members be appointed by the Chair of the Association.
5. The committee shall report to the:
  - (a) Association when the committee is a standing committee
  - (b) Directors when the committee is a special committee.

6. The committee shall include in the report a statement of receipts and expenditures.

## **ARTICLE XII – CODE OF CONDUCT**

1. It is expected that all Directors, Officers and Employees put the Taber Exhibition Association's interest first above any self-interests for the betterment of the Association and to act in an ethical, honest and intuitive manner.
2. Directors found to be acting unethically or benefiting financially from their position or power as a Director may be removed by a majority vote of the Board of Directors. Examples of unethical behavior are: gossip, abusive language or bullying through verbal or electronic means, acting without board approval, making expenditures without board approval, abuse of power by providing instruction to Management without board approval and unauthorized representation of the Board of Directors.
3. Directors or their immediate family must not benefit financially from their position or power as a Board of Director.
4. Every Director, Officer and Employee of the Association shall read the code of conduct and sign an acknowledgement that the Director, Officer or Employee has read and will comply with the code of conduct.

## **ARTICLE XIII – SUSPENSION OR TERMINATION 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 twelve (12) 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 Societies General Regulations.
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.
11. Any member may resign from the Society by sending or delivering a written notice to the President of the Society. Once notice is received, the member's name is removed from the membership register.
12. The membership of a member is ended upon their death.
13. If a member has not paid the annual membership fees by the date the fees are due, the Member is considered to have submitted their resignation.
14. The Society may, by Special Resolution, at a special 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.
15. No right or privilege of any member is transferable to another person.
16. 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.

#### **ARTICLE XIV - DISSOLUTION OF THE SOCIETY**

1. In the event that the Association no longer is in operation, as defined in the Act, the Association will be dissolved as outlined by the Act i.e.:
  - (a) The Society may not distribute its property or pay dividends to its members.
  - (b) If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization which has objectives similar to those of the Society OR transferred, in trust, to a local Municipality until such time as the assets can be transferred from the Municipality to a charitable or not-for-profit organization.

#### **ARTICLE XV - ALL OTHER MATTERS**

1. All other matters, if not resolved by or covered by these by-laws of the Association, shall be referred to the Act.

**ARTICLE XV - ACKNOWLEDGEMENT OF BY-LAWS & REGULATIONS**

These by-laws 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 Taber Exhibition Association.

Signed before the people at this meeting at Taber in the Province of Alberta this \_\_\_\_ day of \_\_\_\_\_, 2021.


President

Kristen Nickolson  
Kristen Nickolson

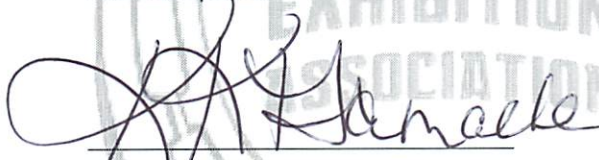
  
Signature

Vice-President

DAVID LIPTAK  
David Liptak

  
Signature


Treasurer

  
Kara Gamache

  
Signature

Secretary

Alyson Turcato  
Alyson Turcato

  
Signature

Appendix 1:

## Members Code of Conduct

We, the Members of the Taber Exhibition Association 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.

**Honor 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 honors 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 Taber Exhibition Association Agricultural Society expects their Directors and Employees to conduct themselves in an ethical and businesslike manner and to display decorum in group and individual behavior.
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 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 three (3) consecutive meetings in a year will have their circumstances reviewed by the Board.
6. Immediate family members of Board Members cannot work in a permanent full time or part time paid position for the Taber Exhibition Association.
7. Directors must treat as confidential any information obtained as a Director about the society, including members, contractors, employees and volunteers.
8. Director 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.

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Signature of Officer, Director or Employee

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Date