

September 9, 2015

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

Dear Mrs. Crombez:

**RE: 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, copy of your revised 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,



Fred Young  
Grant Manager

Enclosures

**TABER EXHIBITION ASSOCIATION BY-LAWS**

SEP 09 2015

**APPROVED****ARTICLE I – NAME**

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: 6602 – 53<sup>rd</sup> Street, Taber, Alberta, T1G 2A2

**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) "Chairman" means the Chairman 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, Secretary and Treasurer

**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 such as 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 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 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 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

#### **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. For the purpose of establishing continuity of programs within the Association the Board of Directors has determined that staggered 3 year terms for Board Members is desired starting in 2015.
  - a. Ten (10) of the twelve (12) 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. Eight (8) of those elected members must reside within the boundaries of the Municipal District of Taber.
  - b. Outlining the election procedure
    - (i) Beginning in 2015 three (3) directors shall be elected at the Annual General Meeting pursuant to Article VI
    - (ii) 2016 – Three (3) directors shall be elected at the Annual General Meeting pursuant to Article VI.
    - (iii) 2017 – Four (4) directors shall be elected at the Annual General Meeting pursuant to Article VI.
    - (iv) The Board of Directors shall prior to 2015 AGM establish a procedure to determine which currently serving board members will stand for election in 2015, which will stand for a one (1) year term and which will stand for a two (2) year term.
    - (v) Directors shall serve a term of three (3) 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.
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 M.D. of Taber and,
  - (b) those Directors shall be a voting member of the board.
4. If a director resigns, or vacates his office or if a vacancy occurs on the board for any reason, the Board shall fill such vacancy by an Appointment from the membership.
5. The Board of Directors shall meet: subsequent to each annual meeting, and shall elect from within.
  - (a) a president who shall be Chairman of the Board and
  - (b) a Vice-president, Secretary and Treasurer.
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, Secretary and Treasurer.
7. 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
8. The Board of Directors may hire as the need arises to assist the Association and the Board in carrying out its objectives (Article IV). 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 Chairman
9. 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 or Association
10. The Board of Directors shall at the annual meeting:
- (a) present a detailed statement, certified by the auditor, of receipts and expenditures for the financial 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.
11. 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, Food & Rural Development
  - (b) Any person or organization they see fit
12. The Board of Directors may approve the reimbursement of expenses for a Director while that Director is on business for the Board.
13. No Director of the board shall be paid for performing their duties.
14. The Board of Directors establish the policies and procedures of the association.
15. 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.
16. The facility manager executes the policies and procedures of the association.
17. Only one member per household may be a Board Director.

## **ARTICLE VI - MEETINGS**

1. The annual general meeting of the Association shall be held within ninety (90) 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 two-thirds majority of the directors, or on receipt of written request signed by at least 10 members.
3. Fourteen (14) days notice shall be given for every general meeting of the Association.
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 auditor shall be appointed each year at the Annual membership meeting.
6. Ten (10) members shall constitute a quorum (for any general or special meeting.)
7. Fourteen (14) days notice shall be given for every special meeting.
8. 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.

## **ARTICLE VII - FISCAL YEAR**

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 on a two-thirds majority vote of the members present at the meeting.
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. Any bylaw or bylaw amendments accepted by the majority of the members of the Association does not come into effect until it is firstly approved by Alberta Agriculture and Forestry and secondly the Council of the Municipal District of Taber or the Council of the Town of Taber.

## **ARTICLE IX - SOCIETY FUNDS**

1. The funds of the Association shall not be expended for projects inconsistent with the Association's objectives.
2. The cheques of the Association shall be signed by any two of the following:
  - (a) the Chairman
  - (b) the Vice-president or Treasurer who are designated
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 TEA EQUIPMENT:** Once an item has been deemed unserviceable and 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 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 public and the tender must be approved by the board as a whole. The Minutes of the TEA shall include a list of tenders and the reason for approval or disapproval. With the exception of extraordinary circumstances or emergency situations.

#### **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) thirty (30) 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 or appoint:
  - (a) standing committee
  - (b) special committee
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 chairman
  - (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 chairman of the Association
  - (d) committee members be appointed by the chairman of the Association.
5. The committee shall report to the:
  - (a) Association when the committee is a standing committee
  - (b) Board of 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 Board members put first the TEA's interest above any self-interests for the betterment of the Association and to act in an ethical, honest and intuitive manner.
2. Board members found to be acting unethically or benefiting financially from their position or power as a board member may be removed by a majority vote of the Board of Directors. Examples of unethical behaviour 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. Board Directors or their immediate family must not benefit financially from their position or power as a board member.
4. Board members removed under article 12 are subject to a cool down period of 2 years in which they may not be members of the association.

#### ARTICLE XIII - 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 organization.

#### ARTICLE XIV - 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 3rd day of September, 2015.

President:

Sherry Crombez  
Sherry Crombez

Sherry Crombez  
Signature

Vice-President:

Jo-Ann Christensen  
Jo-Ann Christensen

Jo-Ann Christensen  
Signature

Treasurer

Jack Rop  
Jack Rop

Jack Rop  
Signature

Secretary

FRANK KAST  
Frank Kast

Frank Kast  
Signature

## OUTLINE OF POLICY MANUAL

1. Duties of the chairman
2. Duties of the vice-president
3. Duties of the Treasurer
4. Duties of the elected Secretary
5. Duties of committee chairman
6. Duties of the executive director
7. Duties of those persons hired:
  - (a) Facility Manager
  - (b) Secretary and/or Treasurer
  - (c) Cleaners
  - (d) Scribe
8. General Regulations Governing Facility
  - (b) Regulations Governing Stall and Pen Renters
  - (c) Regulations Governing Arena Renters
  - (d) Regulations Governing Lobby Renters
  - (e) Regulations Governing Public Riding Users
  - (f) Regulations Governing Corral Renters
  - (g) Regulations Governing On Site Storage
  - (h) Regulations governing Contractors and Employees
9. Rental Rates
10. Code of Conduct
  - (a) Board
  - (b) Association Members
  - (c) Renters
11. Membership List
  - (a) Shareholders
    - (i) businesses or organizations
    - (ii) individuals

The Association

Board of Directors

Association Executive

Executive Director

Employees