


CAROL PREST

Societies Act
Number: S-6437
Mayne Island Agricultural Society and Fall Fair
Bylaws (June 15th, 2019)

LOCATION

The operations of the Society are to be chiefly carried on at Mayne Island, British Columbia

MEMBERSHIP

1. Any person shall be eligible for membership in the Society if they are 18 years of age or more; and
2. Any eligible person may join the Society by paying the annual membership fee.
3. Membership confers the right to vote at Annual and Special General Meetings and to hold office.
4. A person shall cease to be a member of the Society by delivering his resignation in writing to the Secretary or by mailing it to the address of the Society.
5. A member is not in good standing if they fail to pay the annual membership fee.

DUES

6. The membership fee shall be determined by the Board of Directors, but shall not be less than \$1.00 per year.

EXECUTIVE OFFICERS

7. The Executive Officers of the Society shall be appointed by the Board of Directors following the Annual General meeting of the Society and shall be:
 - i) President
 - ii) Vice-president
 - iii) Secretary
 - iv) Treasurerprovided that at any Annual General meeting a member may be elected to the combined office of Secretary-Treasurer.
 - v) Past President

DUTIES OF EXECUTIVE OFFICERS

8. (a) The President

- i) Shall take the Chair and preside at all meetings of the Society and the Board of Directors;
- ii) Shall be an ex-officio member of every committee or sub-committee struck by the Board of Directors, and
- iii) is responsible for supervising the other directors and officers in the execution of their duties.

(b) The Vice President

- i) Shall generally assist and advise the President, and
- ii) at any meeting of the Society or of the Board of Directors at which the President is unable to be present, shall take the Chair and preside over the meeting.

(c) The Secretary

- i) Shall be the custodian of the records and of the Seal of the Society;
- ii) Shall, subject to the direction of the Board of Directors attend to all correspondence of the Society;
- iii) Shall attend all meetings of the Society and of the Board of Directors and take and preserve minutes of the proceedings at such meetings;
- iv) Shall keep a record of the membership of the Society and generally perform such duties as the Board of Directors may direct.

(d) The Treasurer

- i) Shall receive and be responsible for all dues and other moneys paid to the Society and,
- ii) subject to the direction of the Board of Directors, shall make such payments therefrom as may be necessary;
- iii) Shall keep proper accounts of all such moneys and render a true and accurate statement thereof at the Annual General Meeting and whenever required by the Board of Directors so to do.
- iv) All moneys received by the Treasurer shall be deposited in the name of the Society in such Chartered Bank or Financial Institutions as may be determined by the Board of Directors.

- v) Financial account signing authority shall be the President, Vice President, Past President, Secretary and Treasurer and restrictions shall be any two signatures.
- vi) Will act as the Chair of the Finance Committee along with any Society Members who volunteer with the approval by the Board of Directors. The committee will supply all required financial documents to the Board of Directors prior to the Annual General Meeting.

(c) The Past President

- i) Shall assist the President and all Directors in the performance of their duties for the purpose of creating continuity in the activities of the Society;

REMOVAL OR VACANCY OF OFFICE

9. (a) In the event of a death or resignation of the President the vacancy thereby created shall be filled by the Vice President who shall have all the powers of President and shall hold office until the next Annual General meeting. In the case of a vacancy occurring as to any other officer or among other members of the Board of Directors for any cause, the Board of Directors shall appoint a successor to hold office until the next Annual General Meeting.
- (b) The Society may by special resolution remove any Officer or Director before the expiration of their period of office, and may by an ordinary resolution appoint another person in their stead.
- (c) If any Director shall, without reasonable cause, fail to attend three consecutive Board meetings he or she shall be deemed to have resigned his or her office and his or her directorship.
- (d) No officer or Director shall be entitled to or received any remuneration, but he may be reimbursed for out of pocket expense duly incurred on behalf of the Society.

GENERAL MEETINGS

10. (a) The Annual General Meeting of the Society shall be held at least once in every calendar year and not longer than fifteen (15) months after the last Annual General Meeting, on a date and at a time and place selected by the Board of Directors and shall be carried out in accordance with Roberts Rules.

- (b) A Special General Meeting may be convened by order of the Board of Directors and shall state the nature of the question to be determined at such Special General Meeting.
 - (c) The Secretary shall give at least thirty days (30) days' notice to members of any Annual or Special General Meeting by electronic mail and/or local published notification. In the case of a Special General Meeting, such notice shall indicate the nature of the question to be determined at such meeting.
 - (d) At any General Meeting of the Society seven (7) members in good standing and who are present in person shall constitute a quorum for the transaction of business.
 - (e) At any General Meeting the public may attend but only those members in good standing shall have a voice in the meeting or be entitled to vote there at.
 - (f) At each Annual General Meeting of the Society the Directors shall be elected for a one or two year term. Any candidate for director shall be eligible to run for office under the following conditions:
 - i) Must be a member in good standing.
 - ii) Have not held the same office for more than four (4) consecutive years.
 - iii) If there are no other eligible members available to run then the four (4) year exception will be waived.
11. All questions at General Meetings shall be determined upon a show of hands, unless a poll is demanded or the Chairman of the meeting deems a poll necessary. Voting by proxy is not allowed. In the event of a poll being held every member present in person and entitled to vote shall have one vote on each question to be determined.
 12. Approval of any Special Resolution presented at a Special General Meeting will require a 2/3 's or 66% vote by the attending members in accordance with the Societies' Act.
 13. The Chairman at any General meeting may vote only to break a tie.
 14. At any General Meeting the Chairman shall decide any question or matter of order or procedure as defined by Roberts Rules and the ruling shall be decisive of the question.
 15. The books and records of the Society may be inspected by members at any meeting after giving notice of their intention to the Secretary.

BOARD OF DIRECTORS

15. (a) The Board of Directors shall meet at the call of the President and a minimum of sixty six percent (66%) of the Societies Directors in good standing in attendance shall constitute a quorum for the transaction of business.

- (b) All questions shall be determined by vote indicating by a show of hands and the Chairman presiding at any meeting of the Board may vote only in the event of a tie.
- (c) The Board of Directors shall strike any special committee including a finance committee. They will refer to these committees such matters and questions as the Board of Directors may decide, and will require such committees to report its deliberations.
- (d) The Board of Directors shall consist of not less than seven (7) Directors and not more than twelve (12) Directors.

CONFIDENTIALITY

- 16. (a) All communications, in any form, dealing with staff and personnel matters, and client matters shall be "Confidential";
 - (b) Confidential communications shall be for the addressees only and shall not be further distributed without authorization of the Board;
 - (c) All information discussed during an "In-camera" Board Meeting shall be "Confidential".

ACTS OF THE SOCIETY

- 17. (a) The Seal of the Society shall not be affixed to any instrument except by authority of a Resolution of the Board of Directors, or a Resolution passed at a meeting of the Society, and in the presence of the President or Vice-President, and either the Secretary or Treasurer or such two other officers or Directors as may be prescribed in such Resolution, and such Officers shall sign every instrument to which the Seal of the Society is so affixed in their presence.
 - (b) All cheques, bills, notes, and other banking instruments will be signed by such Officer, Officers or Directors of the Society as The Board of Directors may from time to time by Resolution appoint, and, failing such Resolution, shall be signed by any two of the President, Vice-President, Secretary and Treasurer.

BORROWING POWERS

- 18. The borrowing powers authorized by the "Societies Act" may be exercised by the Board of Directors but no debentures shall be issued without the prior sanction of a Special Resolution of the Society.

FISCAL YEAR

19. The fiscal year of the Society will be from November 1st to October 31st.

AMENDMENT

20. The By-laws of the Society may be amended by special resolution at any meeting of the Society after at least thirty (30) days' notice is served by method of writing or by electronic mail. Such notice will be sent by the Secretary setting out the nature of the proposed amendment.

DISSOLUTION

21. In the event of dissolution of the Society the assets of the Society remaining after payment of all expenses and liabilities and debts shall be distributed to one or more qualified donees as defined in subsection 149.1 of the *Income Tax Act* (Canada).

DATED _June 15th., 2019.

BY ORDER OF THE BOARD OF DIRECTORS

Per: ____



Jon T. Hoff

Secretary

Mayne Island Agricultural Society & Fall Fair