



# ***BY-LAWS***

Amended March 5, 2010

# BY-LAWS

## Table of Contents

Name .....	3
Definitions .....	3
Membership .....	3
Suspension of Membership .....	4
Termination of Membership .....	4
Fees .....	4
Voting .....	4
Meetings .....	5
Nomination and Election of the Executive .....	5
The Board .....	6
Duties of Officers	
The President .....	7
The Vice President .....	8
The Secretary .....	8
The Treasurer .....	8
Vacancy of Officers .....	9
Remuneration .....	9
Finances .....	10
Auditing .....	10
By-laws and Amendments .....	10
Arbitration .....	10
Winding Up .....	11

**1. NAME:**

- 1.1 The name of the Society shall be Action for Agriculture

**2. DEFINITIONS:**

The terms used in these By-laws are defined as follows:

- 2.1 "Society" means "Action for Agriculture".
- 2.2 "Board" or means the Board of Directors of the Society.
- 2.3 "Officers" or "Executive" means the President, Vice President, Secretary, and Treasurer.
- 2.4 "Director" means a member of the Board.
- 2.5 "Member" means any person who has made application to the Society and whose membership fees are current.
- 2.6 "Annual Meeting" means Annual General Meeting.
- 2.7 "General Meeting" means any meeting of the membership called by the Board.
- 2.8 "Special Meeting" means Special General Meeting.
- 2.9 "Suspension" means still a member but rights and privileges are revoked during period of suspension.
- 2.10 "Termination" means termination of all rights, privileges, and membership.
- 2.11 "Term" means three (3) complete, consecutive years (approximately 1095 days).

**3. MEMBERSHIP:**

- 3.1 Any person or organization in the Province of Alberta wishing to support the Objectives of Action for Agriculture, and is of the full age of eighteen (18) years shall be eligible to become a member.
- 3.2 Any member wishing to withdraw from membership may do so by giving notice in writing to the Board through the Secretary.

**4. SUSPENSION OF MEMBERSHIP:**

- 4.1 Membership in the Society shall be suspended upon non-payment of membership fees or assessments for any fiscal year, such member may be suspended at the discretion of the Board upon expiration of six months from the end of such year.
- 4.2 A member who has been declared to be a member not in good standing and who subsequently honours the debt shall be declared to be a member in good standing.

**5. TERMINATION OF MEMBERSHIP:**

- 5.1 Any member, upon a two-thirds vote of all members of the society in good standing, may be expelled from membership for any cause which the society may deem reasonable.

**6. FEES:**

- 6.1 Membership fee in the society shall be set from time to time by the Directors payable on the first day of each fiscal year in advance.
- 6.2 A Member in default of payment of the annual membership fee shall not be entitled to any of the privileges of membership until the fee has been paid.

**7. VOTING:**

- 7.1 Any Member who has neither withdrawn from membership nor has been suspended or expelled nor has had restrictions or limitations placed on them as herein provided and whose membership is in good standing shall be entitled to vote at any Annual Meeting, General Meeting or Special Meeting of the Society.
- 7.2 At a General or Special Meeting each member of the Board shall be entitled to vote.
- 7.3 In the event of an equality of votes for or against a motion, the motions shall be declared lost.
- 7.4 There shall be no vote by proxy.
- 7.5 Each member of the Society has one (1) vote for the purpose of electing a Board member.

## **8. MEETINGS**

- 8.1 The Society shall hold an Annual General Meeting on or before the last day of March in each year, of which meeting due notice shall be given to all members, for the transaction of general business of the Society.
- 8.2 The Directors shall be elected at the Annual General Meeting. The Directors so elected shall form the Board.
- 8.3 The Board may call a General Meeting to deal with general business of the Society.
- 8.4 Special meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board. Special meetings may also be called by the President or the Secretary upon receipt by him/her of a petition signed by one third of the members in good standing setting forth the reasons for calling such a meeting.
- 8.5 Notice of time and place of every Annual General Meeting, General Meeting or Special Meeting shall be given by mail to the last known mailing address of each member not later than Ten (10) days prior to the meeting or by phone call, facsimile or e-mail to the last known phone number, fax number and e-mail address three (3) days prior to the meeting.
- 8.6 The President, Vice President or a member in good standing shall chair the Annual General Meeting.
- 8.7 Ten members in good standing plus five members of the Board shall constitute a quorum at any Annual, General or Special meeting.
- 8.8 The press and public may attend the Annual General Meeting and General Meetings unless decided otherwise by resolution of the Members entitled to vote.

## **9. NOMINATION AND ELECTION OF THE EXECUTIVE:**

- 9.1 The Board shall appoint a Nominating Committee consisting of at least two (2) persons prior to the Annual General Meeting.
- 9.2 The Nominating Committee shall prepare a list of persons who are Members of the Society for election to the Board.
- 9.3 Any Member nominated to the Board shall be a Member in good standing.

- 9.4 The list of nominations shall be presented as a report to the Annual General Meeting.
- 9.5 Any person entitled to vote may make nominations from the floor at the Annual General Meeting.
- 9.6 The Chairperson of the Meeting shall conduct a vote to determine who shall be elected to the Board.

## **10. THE BOARD**

- 10.1 The Board of Directors shall consist of nine Directors, all shall be members at large, and of these, at least five shall be involved in primary agriculture.
- 10.2 Each year three of the nine directors are elected for a three year term.
- 10.3 The officers of the Society shall be elected by the incoming Board at the first meeting of the Board following the Annual General Meeting. There shall, at all times, be a President, Vice-President, Treasurer and Secretary.
- 10.4 Any Director may serve a maximum of two consecutive complete, uninterrupted terms of three years each. Partial terms served by replacement directors shall not be computed in this limit.
- 10.5 The Board shall, subject to the by-laws or the directions given it by majority vote at any meeting properly called and constituted have full control and management of the affairs of the Society
- 10.6 The meetings of the Board shall be held as often as the business of the Society shall require, and at least once every three months, and shall be called by the President.
- 10.7 A Special Board Meeting may be called on the instruction of any two Directors thereof provided they request the President to call such a meeting, and state the business to be brought before the meeting.
- 10.8 Meetings of the Board shall be called by three (3) days notice by telephone, facsimile or e-mail.
- 10.9 Any five (5) members of the Board shall constitute a quorum for a board meeting.

- 10.10 Board Meetings may be held without notice if a quorum of the Board is present. Any business transactions at such meeting shall be ratified at the next regular meeting of the Board; otherwise the transactions shall be null and void.
- 10.11 The Board/Executive shall be responsible for issuing public statements pertaining to Society matters.
- 10.12 A member of the Board may withdraw their position by letter of resignation to the President of the Society, or in the case of withdrawal by the President, to the Vice President.
- 10.13 A new Director can be appointed by the elected Directors to fill the vacant seat.
- 10.14 A person appointed to a vacant seat on the Board will serve until the next AGM when a successor shall be elected. This successor shall serve the balance of the term of office of the Director they are replacing.

## **11. DUTIES OF OFFICERS**

### **11.1 The President**

- 11.1.1 The Board of Directors shall elect from among the Board members, by nomination and a clear majority vote, a President for a term of one year, commencing at the first Board Meeting following the Annual General Meeting.
- 11.1.2 The President shall be the Chief Executive Officer of the Society.
- 11.1.3 The President shall, when present, preside at all meetings of the Society and the Board. In his/her absence, the Vice-President shall preside at any such meetings, and in the absence of both, a chairperson may be elected by the meeting to preside thereat.
- 11.1.4 The President shall call all meetings of the Board and the Society.
- 11.1.5 The President shall be an ex-officio member of all committees.

## 11.2 The Vice President

- 11.2.1 The Board of Directors shall elect from among the Board members, by nomination and a clear majority vote, a Vice President for a term of one year, commencing at the first Executive Meeting following the Annual General Meeting.
- 11.2.2 In the absence of the president, the Vice President shall have all the powers of and perform all the duties of the President.

## 11.3 The Secretary

- 11.3.1 The Secretary shall attend and prepare minutes of all Meetings of the Board and the Society.
- 11.3.2 The Secretary shall be in charge of the membership list and will keep the membership list current.
- 11.3.3 The Secretary shall give notice of all meetings of the Society.
- 11.3.4 The Secretary shall be responsible for all correspondence received by the Society and prepare and distribute all correspondence originating with the Board and its' committees on their request.
- 11.3.5 The Secretary shall have charge of the seal of the Society. This seal, whenever used, shall be authenticated by the signature of the Secretary and the President or in the case of the death or inability of either to act, by the Vice-President.
- 11.3.6 The Secretary shall keep custody of the minutes and other records of the Society.
- 11.3.7 In the absence of the Secretary, these duties shall be discharged by such member as may be appointed by the Board.

## 11.4 The Treasurer

- 11.4.1 The Treasurer shall collect and receive the annual dues and all monies paid to the Society and shall be responsible for the deposit of same in whatever bank the Board may order.

- 11.4.2 The Treasurer shall, along with the President or President's designate/s, act as signing authority when issuing cheques on behalf of the Society for the payment of bills incurred through the operation of the Society.
  - 11.4.3 He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested.
  - 11.4.4 He/she shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set fourth of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.
  - 11.4.5 The office of the Secretary/Treasurer may be filled by one Member if any annual meeting for the election of officers shall so decide.
- 11.5 Vacancy of Officers
- 11.5.1 In the event of a vacancy occurring on the Board of Directors during the year, which would result in the loss of one of the Officers of the Society, the remaining Board members shall arrange for the filling of that position from the remaining Board members.
  - 11.5.2 If the vacancy is that of the President or Vice-President, then the remaining members of the Board will proceed to elect such with the elected person holding office until the first executive meeting following the next Annual General Meeting.
  - 11.5.3 Any member of the Board may be removed from office, upon a majority vote of the members of the Board.

## **12. REMUNERATION:**

- 12.1 No member of the Board shall receive any remuneration from the funds of Action for Agriculture unless authorized by resolution of the Board.

**13. FINANCES:**

- 13.1 The financial assets of the Society shall be maintained in an account known as a General Account.
- 13.2 The Society has no borrowing power unless authorized at the Annual General Meeting or a Special Meeting duly called.

**14. AUDITING:**

- 14.1 The books, accounts and financial records of the Society shall be submitted at least once a year by a duly qualified accountant or by two non-Board members of the Society selected by the Board prior to the Annual Meeting.
- 14.2 A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Society.
- 14.3 The fiscal year of the Society shall end on December thirty-first (31<sup>st</sup>).
- 14.4 The books and records of the Society may be inspected by any members of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice.

**15. BY-LAWS AND AMENDMENTS**

- 15.1 The By-laws may be rescinded, altered or added to by an 'Extraordinary Resolution' passed by a majority of not less than three-fourths of such members entitled to vote as are present in person, at a Annual or General Meeting of which written notice postmarked 21 days in advance specifying the intention to propose the resolution as an extraordinary resolution has been duly given provided however, that such changes to the By-laws are acceptable under the Societies Act.
- 15.2 A copy of the By-laws and Objectives of the Society shall be available to any member of the Society.

**16. ARBITRATION:**

- 16.1 In the event of an internal dispute which cannot be resolved by the Members, an Arbitrator shall be appointed in accordance with the provisions of the Arbitration Act of the Province of Alberta or any similar legislation in force from time to time.

## **17. WINDING UP:**

- 17.1 In the event of winding up the affairs of the Society, all remaining funds and inventory belonging to the Society shall be given to some similar organization, as decided by a two-thirds (2/3) majority vote of the members at a Special Meeting to be called upon proper notice to the Membership.