

October 30, 2020

Cottonwood-Gordon Agricultural Society
3005 Twp Rd 352
Red Deer County, AB
T4G 0K6

Dear Linda Toews,

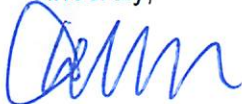
RE: AG SOCIETY BYLAWS

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

Cottonwood-Gordon Agricultural Society

AGRICULTURAL SOCIETY
PROGRAM

Bylaws

Revised October 2020

OCT 30 2020

Colin

APPROVED Gosselin

1. Definitions:

In these bylaws,

- a. "Act" means the Agricultural Societies Act and Regulations of Alberta;
- b. "Audit" means an examination and adjustment of accounts by an auditor;
- c. "Auditor" means an individual who meets the requirements for preparation of the financial statement as per the regulation and is not a director of the Society;
- d. "Society" means the Cottonwood-Gordon Agricultural Society;
- e. "Board" means the board of directors of the Society;
- f. "Bylaws" means the Bylaws of this Society as amended;
- g. "Director" means an elected member of the Cottonwood-Gordon Agricultural Society;
- h. "AF Director" means Agriculture and Forestry Director under the Act;
- i. "Officers" shall mean the elected officials of the Cottonwood-Gordon Agricultural Society;
- j. "Executive Committee" means the Past President, President, two Vice Presidents, Secretary and Treasurer of the Society;
- k. "Special General Meeting" means any meeting of the Membership called outside of the Annual General Meeting;
- l. "Special Resolution" means a resolution passed by a majority of not less than 75% of the votes cast at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been given;
- m. "Immediate family members" means related members of a family living in the same residence;
- n. "Real property" means land, buildings on land, fences and fixtures. Fixtures include shelves that are drilled into the wall.

2. Objectives:

As stated in the Agricultural Societies Act of Alberta article three: "The object of a society is to encourage improvement in agriculture and enhanced quality of life for persons living in the community by developing educational programs, events, services and facilities based on needs of the community."

Further specific objectives include, but shall not be limited to:

- 2.1 To develop facilities and programs that provide opportunities for families in our rural and urban communities to experience and understand our cultural heritage, by having fun promoting agricultural food production, entertainment and recreation to enjoy a healthy lifestyle;
- 2.2 Develop activities to encourage and interest youth in the work of Agricultural Societies;
- 2.3 Support and cooperate with associations organized to improve farm production and to promote and encourage farm activities to enrich rural life;
- 2.4 Manage and operate agricultural/recreational facilities;
- 2.5 Purchase land when deemed desirable and appropriate to fulfill the objects and operations of the Society.

3. Annual General Meetings:

- 3.1 Annual General Meetings of the Society must, within 120 days after the conclusion of each fiscal year of the Society, be held on a day and at an hour and place decided by the Board.
- 3.2 The primary purpose of the annual meeting of the Society is to do the following;
 - 3.2.1 To review and approve financial statements and other pertinent reports;
 - 3.2.2 To elect directors.
- 3.3 The following shall be the order of business at annual meetings of the Society;
 - 3.3.1 Call to order;
 - 3.3.2 Determination of quorum;
 - 3.3.3 Reading minutes of the previous annual or general meeting;
 - 3.3.4 Addresses and reports of officers;
 - 3.3.5 Reports of committees;
 - 3.3.6 Unfinished business;
 - 3.3.7 New business;
 - 3.3.8 Addresses and discussions;
 - 3.3.9 Election of directors;
 - 3.3.10 Adjournment.
- 3.4 The directors shall present to the annual meeting the following reports and statements relating to the Society's financial year that has just ended;
 - 3.4.1 A report of the directors' activities in that year;
 - 3.4.2 A financial statement prepared in accordance with the regulations;
 - 3.4.3 A report listing and giving a brief description of each activity carried out by the Society in that year;
 - 3.4.4 The minutes of the previous annual general meeting, for the purpose of being adopted by the society;
 - 3.4.5 For every committee of the society, a report of the committee respecting its activities during the past year.

4. Special General Meetings:

- 4.1 A special general meeting of the Society may be called at any time by the Board when the Board considers it necessary or advisable.
- 4.2 The Board must call a special general meeting of the Society when requested to do so by at least ten (10) of the members.
- 4.3 A request under subsection 4.2 must be in writing and state clearly the nature of the business to be transacted at the meeting.
 - 4.3.1 Where the Board receives a request in accordance with subsections 4.2 and 4.3;
 - 4.3.2 If the Board does not issue a call for the meeting within 14 days from the day of receiving the request, or;
 - 4.3.3 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.

5. Notice of Meetings:

- 5.1 The Board or members calling an annual general meeting of the Society must give at least 21 days public notice of the meeting
 - 5.1.1 By mailing to each member of the Society at the members address last registered in the office of the Society, or mass mailing, or emailing, a notice stating the hour, day and place of the meeting, or;
 - 5.1.2 By advertising the hour, day and place of the meeting in a newspaper circulating throughout the Society's locality;
 - 5.1.3 Public notice must be provided for the Annual General Meeting.
- 5.2 If the addition or repeal of or amendment to any provision of the Bylaws of the Society or its memorandum of Society is to be proposed at the meeting, and the intent of the proposed change must be included in the notice of meeting.
- 5.3 Notwithstanding section 4.1, the directors shall provide a minimum of 21 days notice if the meeting is called for the purpose of selling, purchasing, mortgaging, leasing for over one year or to otherwise dispose of any real property owned by the Society.

6. Quorum:

- 6.1. At an annual general meeting of the Society ten (10) members, constitutes a quorum for the transaction of business at a general meeting of the Society.
- 6.2. Five (5) directors constitute a quorum for the transaction of business at a meeting of the Board.
- 6.3. The president cancels the general meeting if a quorum is not present within one-half (1/2) hour after the time set. If cancelled, the meeting is rescheduled within one (1) month later and new notices sent out. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

7. Voting:

- 7.1. At a meeting of the Society, a majority vote of the member's casting votes may decide all questions, except when a Special Resolution is required.
- 7.2. Each member in good standing is allowed one vote on any question.
- 7.3. No member may vote by proxy.
- 7.4 At the approval of the Board, alternative methods of voting may be acceptable.

8. Composition and election of Board:

- 8.1 The Board of a Society must consist of nine (9) directors.
- 8.2 Any voting member in good standing is eligible to be elected as a director.
- 8.3 Candidates for election to the office of director must be nominated openly at an annual general meeting of the Society.
- 8.4 At each annual general meeting, voting members elect minimum of three (3) directors; each serving a term that ends at the close of the third annual general meeting following the annual general meeting at which these directors were elected.
- 8.5 Subject to subsection 8 (4), the term of office of a director is three (3) years. There is no limit to the consecutive terms a director may serve.
- 8.6 Retiring directors are eligible for re-election.

9. Powers and Duties of the Board:

- 9.1 The Board is to direct and supervise the business of the Society and may exercise all the powers of the Society that are not required to be exercised by the membership in a general meeting.
- 9.2 The Board may appoint an executive committee and prescribe the committee's duties.
- 9.3 The Board will develop a budget to present for information to the membership at the annual meeting.
- 9.4 The Board shall be responsible for providing policy, procedures and terms of reference to all committees of the Society.
- 9.5 Directors shall serve on a voluntary basis without remuneration by the Society for their directorship. Board approved expenses will be reimbursed after Board approval.
- 9.6 No one (1) individual will carry more authority than another unless operating within Board approved Policies.

10. Duties of the Officers of the Society:

10.1 President

- 10.1.1 Supervises the affairs of the Board;
- 10.1.2 When present, chairs all meetings of the Society, the Board, and the Executive Committee;
- 10.1.3 Is an *ex-officio* member of all Committees;
- 10.1.4 Acts as the spokesperson for the Society;
- 10.1.5 Is a member of the Executive Committee;
- 10.1.6 Ensures new Board members orientation is completed within 60 days of their being elected or appointed;
- 10.1.7 Carries out other duties assigned by the Board.

10.2 First Vice-President

- 10.2.1 Presides at meetings in the President's absence. If the First Vice-President is absent, the Second Vice-President presides at the meeting;
- 10.2.2 Replaces the President at various functions when asked to do so by the President or the Board;
- 10.2.3 Is a member of the Executive Committee;
- 10.2.4 Carries out other duties assigned by the Board.

10.3 Second Vice-President

- 10.3.1 Presides at meetings in the President's absence. If the Vice-Presidents are both absent, the directors elect a Chairperson for that meeting;
- 10.3.2 Replaces the President at various functions when asked to do so by the President or the Board;
- 10.3.3 Is a member of the Executive Committee;
- 10.3.4 Carries out other duties assigned by the Board.

10.4 Treasurer

- 10.4.1 Ensures all monies paid to the Society are deposited into a chartered bank or institution as directed by the Board of Directors;

- 10.4.2 Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
 - 10.4.3 Presents the Society's records to the designated accountant for review and preparation of a review engagement statement;
 - 10.4.4 Makes sure a review engagement statement of the Society is prepared and presented to the annual general meeting;
 - 10.4.5 Or designate is available at the annual meeting at least one hour prior to the meeting to receive membership fees for the ensuing year;
 - 10.4.6 Or designate prepares the necessary documentation required for application for any grants that may be available to the Society and submit before deadlines;
 - 10.4.7 Is a member of the Executive Committee and;
 - 10.4.8 Carries out other duties assigned by the Board.
- 10.5 Secretary
- 10.5.1 Attends all meetings of the Society, the Board and the Executive Committee;
 - 10.5.2 Keeps accurate minutes of all Annual General Meetings, Special Meetings and Board Meetings and entered in book(s) to be kept for that purpose;
 - 10.5.3 Notifies the membership and directors of meetings as required by the bylaws;
 - 10.5.4 Receives and respond to all correspondence as directed by the Board;
 - 10.5.5 Or designate makes sure a record of names and addresses of all members of the Society is kept;
 - 10.5.6 Or designate, on or before the 15th of February each year return to Alberta Agriculture and Forestry (AF), the annual return documentation required by the Act including but not limited to: a list of directors and officers elected at the annual meeting for the ensuing year; a report of the year's activities; a signed copy of the financial statement approved by the membership and prepared by a designated accountant; a copy of the most recent annual general meeting minutes; a copy of the minutes of the 2nd most recent annual general meeting, as adopted at the most recent annual general meeting, signed by 2 directors of the society, evidence that society achieved quorum at the most recent annual general meeting and address of the registered office of the Society;
 - 10.5.7 Is a member of the Executive Committee and;
 - 10.5.8 Carries out other duties assigned by the Board.
- 10.6 Past President
- 10.6.1 Attend all meetings of the Society, the Board and the Executive Committee;
 - 10.6.2 Supports the Current President;
 - 10.6.3 Assists with Board recruitment and orientation to the Board;
 - 10.6.4 Assists with Board Training;
 - 10.6.5 May chair special events;
 - 10.6.6 Provides historical continuity about the Boards activities;
 - 10.6.7 Chairs the election of officers at the first Board meeting following the Annual General Meeting;
 - 10.6.8 Term is one year immediately following their last term as President.

11. Meetings of the Board:

- 11.1 At the first meeting of the newly elected Board after each annual meeting of the Society, the Board is to meet and elect officers from its own number.
 - 11.1.1 A president, and;
 - 11.1.2 Two vice-presidents;
 - 11.1.3 A secretary, and;
 - 11.1.4 A treasurer.
- 11.2 The Board must hold a meeting not less than once every three (3) months and subject to subsection 11.1; the Board may hold other meetings on days and at places and times decided on by the Board. Additional meetings may take place by participation in person, telephone, video conference, or other suitable methods agreed upon by the board.
- 11.3 The secretary shall give each director at least one (1) week notice of all regular meetings of the directors.
- 11.4 The chairperson must call an emergency meeting of the Board on the written request of a majority of the directors or if the chairperson considers it to be necessary.
- 11.5 The secretary must give each director one (1) days' notice of an emergency meeting.
- 11.6 Stating the time and place/method at which it is to be held, and;
- 11.7 Stating, in general terms, the nature of the business to be transacted at the meeting.
- 11.8 If all directors agree to waive notice of the meeting, the meeting may be held sooner.
- 11.9 A meeting will be deemed emergency if there is an urgent matter that must be resolved before the next regular scheduled meeting. ie; safety issues, human resources, legal, emergency.
- 11.10 Notwithstanding this section, if all the directors are present an official meeting may take place, it is deemed to have been properly called whether or not the notice of the meeting has been given or properly given.

12. Proceedings at Board meetings:

- 12.1 Five (5) directors, constitute a quorum for the transaction of business at a meeting of the Board.
- 12.2 The chairperson of a meeting may vote on any question, but having done so, the chairperson does not have a casting vote in the event of a tie. All other directors have one vote unless there is a conflict of interest.
- 12.3 If there is not a majority in favour of a motion, the motion is lost.
- 12.4 At the meeting of the Board held before the annual meeting of the Society, the directors are to adopt a report covering all the activities of the Society for the preceding year for presentation to the annual meeting.

13. Vacating a director's office:

- 13.1 Where a director fails to attend three (3) consecutive meetings of the Board of which the director has been duly notified, the director's office may be declared vacant by the Board if the director's absence has not been explained to the satisfaction of the Board.
- 13.2 Where a director ceases to be a member of the Society, the office of that director is to be declared vacant by the board.
- 13.3 Where a director's office is vacated under this section, the Board may forthwith fill the vacancy by appointing another member of the Society to fill the position until the next AGM. The appointed director is eligible to run for the position at an open election by the membership to fill the vacant position to the end of the original director's term.

13.4 The Board, at a special meeting of the Board called for that purpose, may suspend a directors' membership in accordance with Section 24.

13.5 Any Changes to Board members between AGMs must be provided to Alberta Agriculture and Forestry within 30 days of the change.

14. Committees

14.1 Standing or special committees may be established or disestablished by the Board.

14.2 Each committee will have at least one director who will act as the liaison to the Board.

14.3 The Board shall establish in writing the operational guidelines (Terms of Reference) for each committee.

14.4 Unless a committee is given written notice of a budget or authority to expend funds, the committee has no authority to expend Society funds or bind the Society to a financial commitment.

14.5 Unless a committee is given written authority to the contrary, the committee does not have the authority to bind the Society to any decision or undertaking. If a committee is authorized to bind the Society, the authorization must be clear and the committee must operate within the limited authority granted.

15. Execution of certain documents:

All contracts, financial and legal documents must be signed by the officers of the Society or other directors authorized to do so by motion of the Board.

16. Society Funds:

16.1 The funds of the Society, however derived, shall not be expended for any objects inconsistent with those of the Society or authorized by the Act.

16.2 The funds shall be deposited to the credit of the Society in a chartered bank or other institution as directed by the Board.

16.3 Investment of Society funds must be in accordance with the Trustee Act.

16.4 Cheques or electronic payments of the Society shall be signed or authorized by any two (2) of the following;

16.4.1 The President

16.4.2 A Vice-President

16.4.3 The Treasurer

16.5 A 50% plus one (1) majority of the members attending an annual general meeting or special general meeting must agree to large capital expenditures, meaning anything over \$10,000.

17. Borrowing by the Society:

17.1 The Society 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.

17.2 The Board may not borrow more than \$5,000.00 without the authorization of the members of the Society.

18. Special Resolutions

A Special Resolution will be required in exceptional circumstances such as selling the existing hall or taking out a mortgage on a new building or an extension.

19. Fiscal Year:

The fiscal year of the Society is the year beginning on September 1 and ending on the following August 31.

20. Auditor:

- 20.1 No person holding office in or employed by the Society is eligible to be appointed as the auditor of or to perform any of the duties of the auditor of the Society.
- 20.2 The auditor is to be appointed by resolution passed at an annual meeting of the Society or at a special general meeting of the Society called for that purpose.
- 20.3 The auditor must be a member in good standing of an association of accountants recognized by the AF Director.

21. Financial Statements:

The financial statement referred to in Section III of the bylaws in accordance with the Act must be a review engagement report or audit report prepared by a professional accounting firm in accordance with Part 3 of the Chartered Professional Accountants Act.

22. Membership:

- 22.1 Membership may be individual, family or other as determined by the Board.
- 22.2 A person who is 18 years of age or older may become a voting member of the Society if that person pays the membership fee and is interested in the objectives of the Society.
- 22.3 Payment of the membership fee entitles the person paying it to the privileges of membership for the year for which the fee is paid.
- 22.4 A person under the age of 18 may become a non-voting member.
- 22.5 The Board reviews and determines membership fees by motion of the Board, and then takes proposed membership fees to a general meeting of the Society for approval.
- 22.6 At the time a Special General Meeting of the society is called no memberships may be sold until the business of the Special General Meeting is concluded.

23. Register of members:

- 23.1 The society shall keep a register of its members containing the names of every person who is admitted to the society with the following particulars;
 - 23.1.1 the full name and mailing address;
 - 23.1.2 valid email address;
 - 23.1.3 the date on which the person is admitted as a member;
 - 23.1.4 the date on which the person ceases to be a member;
 - 23.1.5 the class of membership of the person, if the society has classes of members.
- 23.2 The society shall, within a reasonable time of receiving a request for it from a member of the society, provide to the member a copy of the register, the annual list of members or an excerpt from either or both of them.
- 23.3 The society may disclose the register or an annual list of members or an excerpt of either or both of them to a member of the society only if the information contained in the register, list or excerpt is to be used by the member for matters relating to the affairs of the society.
- 23.4 A member of the society may use personal information about another member of the society that is contained in the register, list or excerpt for any matter not referred to in subsection (3) if that other member gives consent to that use.

24. Suspension of Membership:

- 24.1 The Board, at a special meeting of the Board called for that purpose, may suspend a member's membership no more than three (3) months, for one or more of the following reasons;
 - 24.1.1 if the member has failed to abide by the bylaws;

- 24.1.2 if the member has been disloyal to the Society;
 - 24.1.3 if the member has disrupted meetings or functions of the Society; or
 - 24.1.4 if the member has done or failed to do anything judged to be harmful to the Society;
 - 24.1.5 Violation of the Society's' Code of Conduct.
- 24.2 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.
- 24.3 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.
- 24.4 The notice will state the reasons why the suspension is being considered.
- 24.5 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.
- 24.6 The Board will determine how the matter will be dealt with and may limit the time given the member to address the Board.
- 24.7 The Board may exclude the member from its discussion of the matter, including the deciding vote.
- 24.8 The Board will vote on these matters by secret ballot.
- 24.9 The decision of the Board is final.
- 24.10 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.

25. Termination of Membership:

- 25.1 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 is removed from the membership register.
- 25.2 The membership of a member is ended upon their death.
- 25.3 If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted their resignation.
- 25.4 The Society may, by Special Resolution, at a special general 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.
- 25.5 No right or privilege of any member is transferable to another person.
- 25.6 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.

26. Security:

- 26.1 The Society shall at all times maintain theft insurance or fidelity insurance against loss or damage caused by employees, officers, and directors.
- 26.2 The Society shall at all times maintain general liability insurance in an amount not less than \$2,000,000 inclusive per occurrence (insuring against personal injury and property damage (including loss of use of property)).
- 26.3 In this section "theft insurance", "fidelity insurance", and "general liability insurance" have the meaning given to them by the *Classes of Insurance Regulation* (AR 121/2001).
- 26.4 The Society shall at all times maintain directors and officer's liability insurance.

26.5 No member is, in their individual capacity, liable for any debt or liability of the Society.

27. Amendments to the Bylaws:

27.1 At the annual meeting of the Society or at a Special Meeting and Special Resolution called for that purpose, the members of the Society may make, alter and repeal bylaws for the general management of the Society.

27.2 Two signed copies of the approved amended bylaws will be sent to the Agricultural Society Program, Alberta Agriculture and Forestry (AF) for their approval and acceptance.

27.3 New or amended bylaws are not valid until approved by the AF Director.

27.4 The bylaws shall be reviewed annually by the Board prior to the next annual meeting and any changes approved by the membership at the annual meeting, or a special meeting called for that purpose.

28. Parliamentary Authority:

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

29. Dissolution of the Society:

29.1 The dissolution of the Society can only take place through a Special Resolution.

29.2 The Society may not distribute its property or pay dividends to its members.

29.3 If the Society is dissolved, any land, buildings remaining after paying all the debts are to be passed on to a non-profit organization which has objectives similar to those of the Society only after giving Red Deer County first right of refusal.

29.4 If the Society is dissolved, any funds remaining after paying all the debts are to be paid to a non-profit organization which has objectives similar to those of the Society.

29.5 Members are to select the organization to receive the funds or assets at a special meeting called for that purpose.

30. Code of conduct

30.1 The society shall establish a code of conduct for its members, officers, directors and employees.

30.2 The code of conduct must include provisions respecting conflicts of interest.

30.3 Every member, officer, director and employee of a society shall comply with the society's code of conduct.

30.4 Every officer, director and employee of the society shall read the code of conduct and sign an acknowledgement that the officer, director or employee has read and will comply with the code of conduct.

See appendix 1 and 2

31. All Other Matters:

In the event that these regulations do not adequately cover any situation or time of concern to the executive, directors, or members, reference shall be made to the Act which shall be the supreme authority whereby the actions and activities of the Society are managed and controlled.

Acknowledgement of Bylaws

These bylaws 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 Cottonwood-Gordon Agricultural Society.

Signed before the people at this meeting at Cottonwood in the Province of Alberta this 27 of October, 2020.

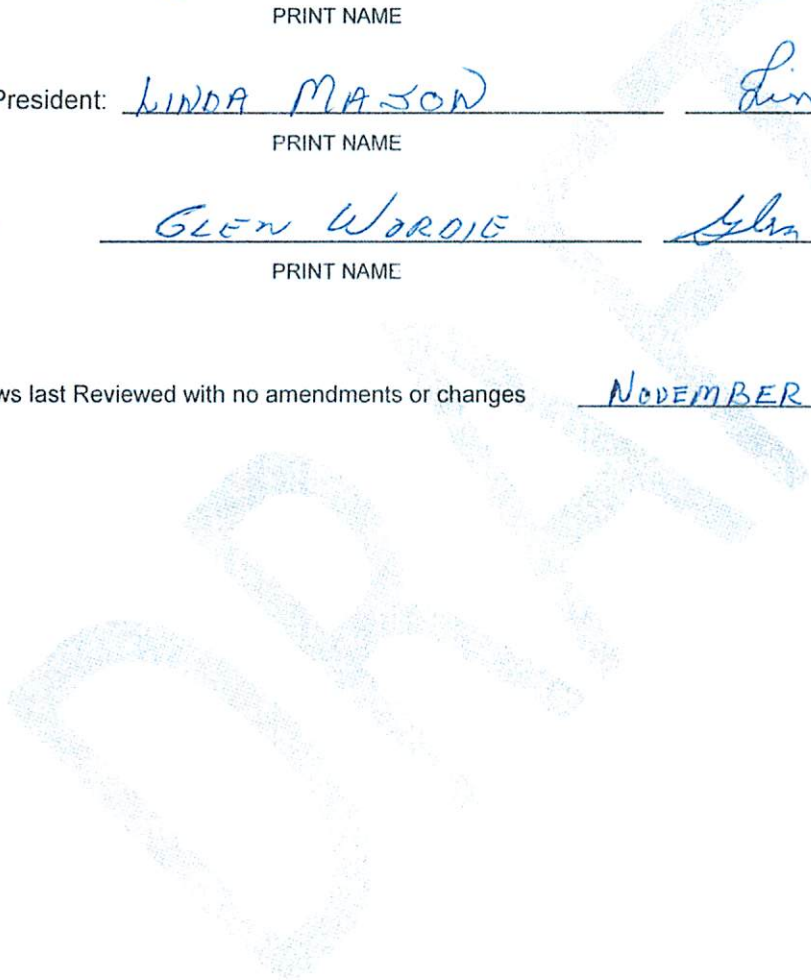
President: Shari Robertson [Signature]
PRINT NAME SIGNATURE

1st Vice-President: LINDA DEWS [Signature]
PRINT NAME SIGNATURE

2nd Vice-President: LINDA MASON [Signature]
PRINT NAME SIGNATURE

Director: GLEN WARDIE [Signature]
PRINT NAME SIGNATURE

Date Bylaws last Reviewed with no amendments or changes NOVEMBER 26, 2019



Appendix 1

Members Code of Conduct

We, the Members of the Cottonwood-Gordon 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.

Avoid 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 Cottonwood-Gordon Agricultural Society expects their Directors and Employees to conduct themselves in an ethical and businesslike manner and to display decorum in group and individual behaviour.
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 Ag 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 may bring to the Board Meeting any concerns regarding staff performance. The board will make the decision(s) required regarding the concerns.
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 Executive Committee
6. Immediate family members cannot work in a permanent full time or part time paid position for the Cottonwood-Gordon Agricultural Society.
7. Directors must treat as confidential any information obtained as a Director about the society, including members, 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.

Signature of Officer, Director or Employee

Date

Cottonwood Gordon Ag. Society
Special General Meeting
October 29, 2020

Chairman: 1st Vice President: Linda Toews
Recording Secretary: Barb Traxel

1. **Call to order:** Linda T. called the meeting to order at 6:35 pm with 13 members present. Quorum was established. Present: Sharon and Ron Blain, Linda Darby, Fred Grono, Leona Marshall, Linda Mason, Shari Robertson-Baker, Bernie and Linda Smith, Linda Toews, Barb Traxel, Glen and Laurie Wordie.
2. **Approval of Agenda: Motion 3-20:** Laurie moved the agenda be approved. Seconded by Linda M. **Carried.**
3. **Review of new CGAS By-Laws:** After discussion: we need to remove from 8.1 the minimum of 9 directors; 8.5 - there is no limit to the consecutive terms a Director may serve; 10.5.2 change to - keeps accurate minutes of all annual general meetings, special minutes and board meetings and enter in book(s) to be kept for that purpose. **Motion 4-20:** Linda M. moved that we approve the draft Bylaws as amended. Seconded by Shari. **Carried.**
4. **Adjournment:** there being no further business, Linda T. adjourned the meeting at 7:00 pm

Next meeting: Annual General Meeting - November 24, 2020

Chairperson / 1st Vice President _____
Date October 29, 2020
Secretary Barbara Traxel
Date October 29, 2020

October 29, 2020

13/

Please sign in for special Mtg.

Barb Trapel	403-505-0581	35116 Hwy 766
Linda Dorby	403-227-2641	20-35147 R.R. 25
Aaron Blain	403-227-2489	35122 Rg Rd 30 RDC. T460N3
Ben Blain	403-227-2489	35122 Rg Rd 30 RDC. T460N3
Leona Marshall	403-227-2594	35266 Rge Rd 33 RDC T460N3
Fred Grand	403-227-2903	35208 RR 33
Pat Blain	403-227-2489	35122 Rg Rd 30 RDC. T460N3
Laurie + Glen Wordie	403-224-2010	106-35102 Rge Rd 24
Bernie + Linda Smith	403-224-2844	110-35102 Range Road 24
Linda Mason	403-224-2273	126-35102 RR 24, Red Deer County AB
Linda Toews	403-224-2281	74548 Rge Rd 24 Red Deer City, T460K5-
Shari Robertson-Baker	403-556-2805	102-4042 Hwy 580 Red Deer County
Doug Baker	403-653-3155	Box 1388 Cardston AB T0C0K

Mandatory Requirements for Agricultural Society Bylaws

By July 1, 2022, all agricultural society bylaws must include all of the items listed on this page as required by the new Agricultural Societies Regulation before the Agriculture and Forestry Director can approve them. You must address all of the items listed on each line. Pages 2-3 include recommended items you may wish to include.

	List Section
✓ Membership Bylaws (Section 6 of Regulation)	
Classes of membership & eligibility criteria	22
Circumstances when sale of new memberships are suspended (e.g. when a special meeting is called until the business of the meeting is concluded; can also state there are no circumstances but must address in bylaws)	22.6
Payment of membership fee & conditions of membership	22.3
Manner and criteria for suspension or cancellation of membership	24
✓ Society Meetings Bylaws (Section 7 of Regulation)	
Method of notification of members and public (public must be notified of your AGM)	5
Specify Items on Agenda for AGM	3 3:2
Specify process of meeting to address serious concerns initiated by no fewer than 10 members	4
✓ Quorum Bylaws (Section 8 of Regulation)	
Quorum for a meeting of society	6.1
Quorum for a board of directors meeting	6.2
✓ Voting Bylaws (Section 9 of Regulation)	
Govern the voting, including voting by proxy	7.3
✓ Bylaws Governing Board of Directors (Section 10 of Regulation)	
Specify # of directors	8.1
Provide for the appointment, election and removal of directors	8 13.4
Specify term of office of a director	8.5
Set out max # of consecutive terms or years of service a director may serve	8.5
Set out procedure by which vacancies on the board will be filled in between AGMs	13.3
Establish titles, duties and functions of the officers of the society and selection and removal of officers	10
Set out process for calling and notice of meeting of directors	11.3
Set out how a director may participate in a meeting, which may include without limitation participation in person, by telephone or video conference	11.2
Set out which directors are eligible to vote on matters being considered by the board of directors	12.2
Specify frequency of board of directors meetings	11.2
Set out how the minutes of each meeting of the board of directors are to be reported	10.5.2
Set out process for calling and giving notice of an emergency meeting of the board of directors	11.4-11.8
Determine what constitutes an emergency, for the purpose of calling an emergency meeting	11.9
Provide for the establishment and disestablishment of committees	14
Set out governance structure for committees	14
✓ Financing Bylaws (Section 11 of Regulation)	
Set out the process by which the board of directors appoints individuals to jointly exercise the signing authority for the society (e.g. who has cheque signing authority)	16.4
Specify the maximum amount for which the signing authorities are authorized to sign (without having to go to membership for approval)	16.5