

BY-LAWS.

of
STORMONT AGRICULTURAL SOCIETY

ARTICLE I NAME

The name of the Society shall be "THE STORMONT AGRICULTURAL SOCIETY" henceforth known as "the Society".

ARTICLE II AUTHORITY

The Society is organized under the authority of the Agricultural Societies Act of the Province of Ontario, and all Articles of this document shall be read to conform with said Agricultural Societies Act.

ARTICLE III PURPOSES

The purposes of the Society shall be in accordance with the objects as stated in the Agricultural Societies Act which reads as follows:

9-(1) The objects of a Society shall be to encourage an awareness of agriculture generally and to promote improvements in the life skills and quality of life of persons living in the agricultural community by,

(a) assessing the agricultural, economic and social needs of the agricultural community and developing programs to meet those needs;

(b) organizing and holding agricultural exhibits for which prizes may be awarded with a view to:
(i) encouraging improvements in the product and marketing of agricultural produce and livestock and the methods thereof;

(ii) developing the life skills of persons living in the agricultural community;

(iii) increasing an awareness and appreciation of agriculture and the rural lifestyle.

(c) promoting and encouraging the conservation of natural resources;

(d) promoting and encouraging beautification of the agricultural community;

(e) developing and conducting activities to encourage young people to participate in the activities of agricultural societies;

(f) supporting and co-operating with other associations and organizations in the improvement of agricultural industry;

(g) supporting and providing facilities to encourage activities intended to enrich the rural lifestyle;

(h) conducting or promoting horse races when authorized to do so by a by-law of the Society.

9-(2) A Society that expends any of its funds in a manner inconsistent with the objects set out in Subsection (1) forfeits

all claims to participate in any legislative grant.

ARTICLE IV HEAD OFFICE

The Head Office of the Society shall be located in the Village of Newington, Stormont County in the Province of Ontario and at such a place therein as determined from time to time by the Board of Directors of the Society.

ARTICLE V MEMBERSHIP

(1) Every person shall be entitled to be a Member of the Society.

(2) A Firm, or an Incorporated Company, may become a Member by payment of the regular fee, but the name of one person only in any one year may be entered as the representative or agent of such Firm or Company and that person only shall exercise the privileges of membership in the Society.

(3) Requirements for membership:

(a) Payment of the annual membership fee, as determined by the Board of Directors from time to time, by September 30th of the current year.

(b) Attainment of the age of sixteen (16) years.

(4) Associate Membership

Associate membership is open to those who do not meet all the requirements for full membership, but nevertheless declare an intention to pursue the stated purposes of the Society. Associate members shall not have voting rights or be eligible to serve as officers of the Association.

(5) Privileges of Membership

A Member, or Associate Member, shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, but only Full Members may vote or hold office in the Society. In addition, only those who were members during the previous year are entitled to vote at the Annual Meeting.

ARTICLE VI DIRECTORS

(1) The Board of Directors shall consist of twelve (12) Directors.

(2) The Nominating Committee shall present for election at each Annual Meeting, Committee Chairpersons from among the twelve Directors for a term of two (2) years.

(3) Directors shall be eligible for re-election at the end of the two (2) year(s) term.

(4) In the event of a vacancy occurring on the Board by the death of, or resignation of, any Officer or Director or otherwise, the remaining Members of the Board shall have power to appoint any Member of the Society to fill such vacancy provided that when three or more vacancies occur at the same time, a Special General Meeting of the Society shall be called and Directors elected to fill the vacancies.

(5) Where a Director of a Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he shall disclose his interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.

(6) The Board of Directors shall have the power to act for, and behalf of, the Society in all matters, subject to the by-laws and regulation of the Society.

ARTICLE VII OFFICERS

(1) The Nominating Committee shall present for election at a prior meeting, to be voted on at the Annual Meeting, a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, to be known as the Officers of the Society and twelve (12) Directors.

(2) The President, 1st Vice President, 2nd Vice President, Past President, Secretary and Treasurer and the remaining 12 Directors shall constitute the Board of Directors.

(3) The Secretary or Secretary/Treasurer shall keep an accurate account of the proceedings of Board and General meetings, acting under the control and with the approval of the Board.

(4) (a) The Treasurer or Secretary/Treasurer of the Society, before entering upon the duties of the office, shall give bond for the faithful performance of the duties and especially for the due accounting for and paying over all monies which may come into their hands.

(b) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such Treasurer or Secretary/Treasurer and to report thereon to the Society.

(c) If the Board neglects to procure and maintain proper and sufficient security, each Member thereof shall be personally responsible for all funds of the Society that may have been received by the Treasurer.

ARTICLE VIII MEETINGS OF THE SOCIETY

(a) At least two (2) weeks notice of every Annual Meeting shall be given by publication of a notice of the meeting in at least two (2) newspaper(s) or their respective electronic facility(s) having general circulation in the municipality in which the headquarters of the Society is situated, on two (2) successive weeks and/or by mailing notices of the meeting to every member of the Society at the address furnished to the Secretary, published in the Fairbook, listed on the SAS website, using Social Media, using electronic facility(s).

(b) Proxies are not permitted at any General or Annual meeting of the Society.

(1) ANNUAL MEETING

(a) The Annual Meeting of the Society shall be held on the third Saturday of January in each year or as determined by the Board of Directors.

(b) Twenty (20) members shall constitute a quorum at the Annual Meeting.

(c) At the Annual Meeting:

(i) The Board shall present a report of the activities and accomplishments of the Society since the last

Annual Meeting and a detailed statement of the receipts and expenditures since the last Annual Meeting, and a statement of the assets and liabilities of the Society, certified by the Auditors.

(ii) The Directors shall be elected.

(iii) Auditor(s) shall be appointed. In the event of the death or resignation of an auditor, the Board shall appoint an auditor(s) to fill the vacancy, at a Directors' Meeting called for such purpose.

(iv) The Secretary shall make available a list of those Members eligible to vote and hold office as determined in Article V (3) (5).

(2) GENERAL MEETINGS

(a) Only those persons who are Members for the current year are eligible to vote at any General Meeting except where property is involved.

(b) Ten (10) Members shall constitute a quorum for a General Meeting.

(c) A General Meeting may decide on all matters brought to it by the Board.

(3) SPECIAL GENERAL MEETINGS

On the petition of seven (7) Members of a Society, the Secretary, and in his/her absence, the President or 1st Vice President, shall call a Special General Meeting for the transaction of the business mentioned in the petition and the meeting shall be advertised in the manner described by ARTICLE VIII (a).

(4) Allow for electronic or partial electronic for AGM, board or committee meetings. Consult the Electronic Meeting Policy.

ARTICLE IX BOARD of DIRECTORS' MEETINGS

(1) A meeting of the Board shall be called by the Secretary upon the direction of the President, or in his/her absence, the 1st Vice President, or by any three (3) Members of the Board, by notifying all Members of the Board at least seven (7) days prior to the time fixed for such meeting, providing that a meeting of the Board may be held immediately following any Annual, Regular or Special meeting of the Society without notice.

(2) Quorum

Seven (7) Members of the Board shall constitute a quorum.

(3) Voting

At a Board meeting, only the elected Directors are eligible to vote.

(4) Powers and Duties

In addition to other specific duties and powers assigned elsewhere in these by-laws, the Board shall:

- (a) take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;
- (b) put into effect all policies and actions approved by the membership;
- (c) have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership;
- (d) be responsible for the management of the affairs of the Society between General Meetings.

(5) Committees and Subcommittees

- (a) The Board may establish Committees and Subcommittees from time to time in order to conduct its business more effectively. All Committees are accountable to the Board of Directors.

Committees and their powers are as follows:

- (b) Terms of Reference for all Committees shall include the following:
 - (i) the status of the Committee (Standing or Ad Hoc);
 - (ii) the type of Committee (Discussion, working, Task Force, etc.);
 - (iii) the overall purpose;
 - (iv) any specific directives defining goals or tasks;
 - (v) the relationship to any other overlapping activities of the Society;
 - (vi) the composition, including statements, on any designated observers, whether officers are appointed as Full or Associate Members, and any authority granted to the chair to co-opt other Members;
 - (vii) the assignment of any staff or Associate Members;
 - (viii) any special mode of operation;
 - (ix) an upper limit of expenses the Committee can incur;
 - (x) the preferred time and method for reporting.

ARTICLE X FINANCES

- (1) The fiscal year of the Society shall be from January 1st to December 31st.
- (2) All expenditures for items in excess of \$500.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a General or Board of Directors' Meeting.
- (3) Cheques or any other financial instruments to disburse the funds of the Society shall bear the signature(s) of one or two of the authorized executive which is comprised of the treasurer, secretary, secretary/treasurer, President or Past-President. A minimum of one signature or a maximum of two signatures will be deemed appropriate depending on any conflicts of interest. The board of directors reserves the right to adjust the above to comply with banking/investing regulations at any point in the year. The board of directors reserves the right to mandate two signatures if necessary at any point in the year.
- (4) The financial records of the Society shall be audited by a qualified accountant (or by at least two (2) Members of the Society) appointed at the Annual Meeting.

(5) Remuneration

No Officer, Director or Member of the Society, except the Secretary, Treasurer, Secretary/Treasurer or Manager, shall receive any remuneration for carrying out his duties as Officer, Director or Member, but traveling and living expenses may be allowed any Officer, Director or Member while engaged in duties on behalf of the Society and the Board may fix such remuneration and traveling and living expenses which shall be payable out of the funds of the Society.

(6) The financial accounts and other books of the Society shall be made available for inspection by members reasonable request.

ARTICLE XI RULES OF ORDER

Robert's Rules of Order shall govern the Society on all matters not covered by the by-laws.

ARTICLE XII CHANGE IN CONSTITUTION AND BY-LAWS

(1) By-laws of the Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is confirmed at an Annual or Regular Meeting of the Society or at a Special Meeting of which notice has been given in the manner provided by ARTICLE VIII (a).

(2) All regulations as set forth in the Agricultural Societies Act, or as it may be revised from time to time, shall become a part of this Constitution.

ARTICLE XIII DUTIES OF OFFICERS

(1) Officers of a Society are responsible for the safe custody of:

- (a) deeds, title papers and other documents relating to the Society's property.
- (b) at least one (1) copy of minutes of proceedings, resolutions and by-laws of the Society.
- (c) books and records of the Society.

(2) The Secretary of a Society shall:

- (a) attend all meetings of the Society and keep true minutes thereof;
- (b) conduct the correspondence of the Society; and
- (c) keep a record of:
 - (i) all business transactions of the Society;
 - (ii) all resolutions passed by the Society;
 - (iii) all amendments to the by-laws of the Society;
 - (iv) a list of the Members of the Society and their addresses;

- (v) a list of the names and addresses of persons to whom prize money is paid and the amounts paid to each person;
- (vi) all reports of Committees that may from time to time be appointed by the Society and;
- (vii) all annual statements and financial and auditor's reports.

(3) The Treasurer of a Society shall:

- (a) account for all monies paid to the Society and deposited to the credit of the Society in a chartered bank, as the Society may by resolution direct. Any authorized signing person making a deposit or single-signing a cheque must provide an accounting to the treasurer by the statement date or earlier of the details.
- (b) keep the securities of the Society in safe custody;
- (c) keep or cause to be kept proper books of account or make or cause to be made entries of all receipts and expenditures of the Society;
- (d) prepare the Annual Financial Statement of the Society; and
- (e) prepare reports showing the financial position of the Society, as the officers from time to time direct.

OTHER BY-LAWS (EXAMPLE)

(1) Nominating Committee shall consist of President, Vice-President and (2) Past Presidents, Secretary and Treasurer.

(2) Executive Committee consists of Officers and Directors.

(3) Standing Committees, e.g.:

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| (1) Advertising | (15) Horses (Heavy) |
| (2) Baby Contest | (16) Horses (Light) |
| (3) Ball Tournament | (17) Horse Pull |
| (4) Dairy Cattle, Beef Cattle | (18) Horseshoe |
| (5) Demolition Derby | (19) Nomination |
| (6) Domestic Manufacturing | (20) Parking |
| (7) Culinary Arts | (21) Photography |
| (8) Educational Exhibits | (22) Stormont Hall |
| (9) Entertainment/Parade | (23) Gates |
| (10) Field Crops | (24) Maintenance/Improvement |
| (11) Flowers | (25) Fair Day Concessions |
| (12) Fruits & Vegetables | (26) Winter Storage |
| (13) Junior Program | |
| (14) 4-H | |

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