

**BY-LAWS AND REGULATIONS OF THE  
MILLARVILLE RACING & AGRICULTURAL SOCIETY  
Dec. 12, 2011**

**BY-LAW**

The Millarville Racing & Agricultural Society was chartered on March 5, 1970 under the authority of the Agricultural Societies Act of Alberta and will be governed by this act and the following regulations.

**I. DEFINITIONS:**

1. Society shall mean, "The Millarville Racing & Agricultural Society."
2. The Board shall mean The Board of Directors of "The Millarville Racing & Agricultural Society."
3. Officers shall mean the elected executive of "The Millarville Racing & Agricultural Society."
4. "The Directors" shall mean the Directors of the Society.
5. "Member" or "members" shall mean a member of the Society.
6. "Ordinary resolution" shall mean a resolution passed at an annual or special general meeting of the Society of which due notice has been given.
7. "Extraordinary resolution" shall mean a resolution passed by a majority of not less than three-fourths (3/4ths) of such persons entitled to vote as are present in person at an annual or special general meeting called for such purpose and of which at least fourteen (14) days notice has been given; and
8. Words importing the singular include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include firms or corporations and vice versa.

**2. OBJECTIVES:**

As stated in the Agricultural Societies Act of Alberta, article three:

1) *The object of a Society is to encourage improvement in agriculture and in the quality of life of persons living in an agricultural community by developing programs, services and facilities based on needs in the agricultural community.*

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

A) To develop and promote facilities and programs that provide agriculture-related entertainment and recreation opportunities for families in our rural and urban communities, enabling them to experience and better understand our local agricultural heritage and to enjoy a healthy lifestyle.

B) To provide an opportunity for local producers and artisans to display and market products through sponsorship of a Farmers' Market.

C) Engage in fundraising activities to assist with the refurbishment, upgrade, management and continuing operations of facilities of the Society

D) Sponsor meetings and short courses on agricultural topics that will benefit members in the Millarville District.

E) Support and cooperate with associations organized to improve farm production and to promote and encourage farm activities which enrich rural life.

F) Develop activities to encourage and interest youth in the work of the Society.

G) Support and co-operate with other community groups for the betterment of the community.

H) Promote and recognize volunteerism and leadership from within the community

## **REGULATIONS**

The regulations are an attachment to the By-Laws and should be reviewed each year. Changes to the Regulations can be made through a motion at the Annual Meeting or Special meeting.

## **COMMITTEES**

1. Each committee must be authorized by the Board of Directors.
2. Each committee shall have a Director appointed as a member of the committee (not necessarily chairperson, a liaison between committee and board).
3. Each committee shall follow policy guidelines and carry out the tasks as approved by the Board of Directors.
4. With exception of the appointed Director, the balance of all committees may be recruited from the general membership, community at large and youth. Only Society members can vote on committee affairs.
5. Each committee will present an annual report, financial statement and budget to the Board each year to enable the Treasurer to complete the annual financial statements.
6. The Society shall have the following permanent committees:
  - a. Races - To plan and organize the Annual Races.
  - b. Fair - To plan and organize the Annual Fair.
  - c. Rodeo – To plan and organize the Annual Rodeo
  - d. Historical - To co-ordinate historical records.
7. Adhoc Committees: Will be struck when the need arises and the Board will provide representatives. The Board will also appoint representatives to other community groups as needed.

## **MEMBERSHIP**

8. Membership in the Society shall be restricted to residents of the Province of Alberta over eighteen (18) years of age. Each such member shall be called a general member. A partnership, firm, club, society or corporation may become a general member and shall be entitled to vote as a general member, but the name of one person only shall in any one year be entered as the representative of such organization and only that person may exercise the privilege of membership.
9. The Directors may, from time to time, create additional classes of membership under such terms and conditions as they deem fit. These classes of memberships shall include but not be limited to Life Members (voting privileges), and Junior Members (non-voting privileges).
10. Application for membership shall be made in such form as the Directors may prescribe, and shall be accompanied by a membership payment which shall be fixed annually by the Directors for the ensuing year but shall not be less than \$1.00.
11. Upon receipt of every application for membership in the Society together with payment of the prescribed membership fee, the Directors shall accept the same and shall cause the applicant's name to be entered on a membership roll to be kept by the Secretary of the Society and such membership roll shall constitute sufficient evidence of membership as therein set forth. At the time of payment of membership fee, a member shall give to the Secretary the post office address to which all notices of meetings and other notices to him shall be sent.
12. The membership year shall be the fiscal year of the Society. Memberships applications will be accepted throughout the year but only active members will be given notice of and have a voting privilege at Special Meetings.
13. Any member, provided that he is not indebted to the Society, may resign at any time by notice in writing of his intention to that effect, and upon receipt of such notice by the President, Secretary or any Director of the Society, the member giving such notice shall forthwith cease to be a member.
14. Upon written notice to the member, the Board of Directors may revoke a membership at their discretion.

## **BOARD OF DIRECTORS**

15. The business of the Society shall be conducted by a Board of Directors consisting of not less than twelve (12) members in good standing of the Society.
16. The number of Directors to hold office for the ensuing year shall be determined by ordinary resolution at each Annual Meeting of the members and if not so determined shall be the same as the previous years.
17. The Directors shall duly comply with the provisions of the Agricultural Societies Act and Regulations, the Alberta

Privacy Act and the MRAS By-laws and Policies and Procedures Manual.

18. The Directors may delegate any of their powers to committees except such powers as are reserved to the Board.
19. The Directors shall cause true accounts to be kept...
  - i. of all sums of money received and expended by the Society and the matters in respect of which each receipt and expenditures takes place; and
  - ii. of the assets and liabilities of the Society; and
  - iii. no Director shall individually spend on behalf of the Society without a motion from the Board.

#### **TERM OF OFFICE**

20. Directors shall hold office for three (3) years. In the event that a Director becomes President in the 3rd year of office, the term of office as a Director shall be extended to a fourth year.
21. A minimum of four (4) Directors shall retire and be replaced each year.
22. Vacancies on the Board shall be filled by election at the Annual Meeting of the Society. The Board shall, prior to each Annual Meeting, appoint a Nominating Committee for the purpose of securing nominations of Directors and to prepare a slate of Directors to be submitted to such Annual Meeting.
23. The slate of Directors may be increased by nominations from the members at the Annual Meeting provided that such nominations are seconded and that the consent of the nominee has been obtained. In the event that the number of nominees exceeds the number of Directors to be elected, an election by secret ballot shall be conducted.
24. A retiring Director shall be not eligible for re-election for a period of one year. Notwithstanding anything to the contrary in these Regulations contained, the vacating Directors of such of them as have not had their places filled shall continue in office until their successors are elected.
25. Any casual vacancies occurring in the Board of Directors **may** be filled by appointment by the remaining Directors until the next Annual Meeting. At which time the position will be filled by election for the remaining balance of the original term.

#### **CONDUCT OF MEETINGS**

26. Directors' meetings shall be held on written notice mailed or e-mailed to each director by the Secretary, under instructions from the President or in his absence, from a Vice-President, at least ten (10) days before the day appointed for the meeting. These conditions may be unilaterally waived by unanimous consent.
27. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their proceedings as they think fit. Motions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second vote.
28. The President or in his absence, a Vice-President of the Society shall preside as Chairman of any meeting of the Board of Directors, or if none of them be in attendance at any meeting, the Directors in attendance may elect one of their members to act as Chairman of such meeting.
29. Five (5) Directors at a meeting of Directors shall constitute a quorum.
30. The Directors shall cause minutes to be recorded...
  - i. All appointments of officers made by the Directors;
  - ii. The names of the Directors present at each meeting of the Society and of the Directors and of committees of Directors;
  - iii. All resolutions and proceedings at all meetings of the Society and of the Directors and of committees of Directors.
31. Meetings of the Society shall be held in compliance with Parliamentary Procedures, provided those procedures do not conflict with the Societies Act or the Society Regulations. Normal order of business shall be:
  - iv. Call Meeting to order
  - v. Approval of Agenda & Emergent Items
  - vi. Reports/Presentations
  - vii. Approval of Minutes of last meeting
  - viii. Business requiring decisions
  - ix. Committee Reports
  - x. Other Business
  - xi. Correspondence

xii. Adjournment

32. A resolution signed by all the members of the Board as such, shall be as valid and effectual as passed as if it had been passed at a meeting of the Board, duly called and constituted and shall be entered in the minute book of the Society accordingly, and shall be held to relate back to any date therein stated to be the date thereof.
33. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, be as valid as if every such person had been duly appointed.

**OFFICERS**

34. The Board of Directors shall elect or appoint the following officers to perform the duties as outlined hereunder at a meeting of the Directors to be held within 90 days following the adjournment of the Annual Meeting.
35. The Board of Directors may at its discretion appoint such other officers as it may consider necessary or advisable and shall prescribe the duties and responsibilities of such officers so appointed.

**PRESIDENT**

36. The President shall be the chief executive officer of the Society and shall exercise supervision and control, subject to the direction of the Board, over the business and affairs of the Society and its officers, agents and employees. The President shall be a Director. The President shall not sit on any Committee except as such times that the Board of Directors constitutes a Committee. The President shall call meetings of the Board and any Special Meetings as required.

**FIRST VICE-PRESIDENT**

37. The First Vice-President shall be vested with all powers and shall perform all the duties of the President in the event of the absence, unavailability, disability or refusal of the President to act, or upon or under the direction of the President. The First Vice-President shall also have such other powers and duties, if any, as may from time to time be assigned to him by the Board. The First Vice-President shall be a Director. In the normal course of events shall become the President subject to the approval of the Board of Directors.

**SECRETARY**

38. The Secretary shall issue or cause to be issued notices of all meetings of the Board and Committees as directed; keep minutes of all meetings of the Board, shall also keep all minutes of Committee meetings as directed; sign with the President or other signing officer or officers of the Society such instruments as require his signature and perform such other duties as the terms of his engagement call for or the Board may, from time to time, properly require of him. The Secretary, though he may be a Director, need not be Director to hold the office.

**TREASURER**

39. The Treasurer shall have the care and custody of all of the funds and securities of the Society and shall deposit the same, in the name of the Society, in such bank or banks or with such depository as the Board may prescribe. He shall at all reasonable times exhibit his books, records and accounts to any Director of the Society, upon his application, at the office of the Society during business hours. He shall sign or countersign such instruments as require his signature and shall perform all the duties incident to his office or as are properly required of him by the Board. The Treasurer, though he may be a Director, need not be a Director to hold the office.
40. At the discretion of the Board, the offices of Secretary and Treasurer may be combined.
41. The cheques of the Society shall be signed by any two of the following Officers: President, First Vice-President, or Treasurer.

**PAST-PRESIDENT**

42. The most recent living Past-President of the Society shall automatically be a member of the Board of Directors

**AUDITORS**

43. The Board of Directors, at the first meeting following the Annual Meeting, shall appoint an Auditor.
44. The Board may appoint two members who are not officers or Directors, or engage a professional accountant to

be the Auditor.

45. The remuneration of the Auditor shall be fixed by a resolution of the Board of Directors.
46. The Auditors shall make a report to the members and Directors on the account examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any Annual Meeting during their tenure of office, and the report shall state:
  - a. whether or not they have obtained all the information and explanations they have required, and
  - b. whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Society.
47. Every Auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the Directors and officers of the Society such information and explanation as may be necessary for the performance of the duties of the Auditor.
48. The Auditors of the Society are entitled to attend any meetings of members at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.
49. The rights and duties of an Auditor of the Society shall extend back to the date up to which the last audit of the Society's books, accounts, and vouchers was made.

#### **ANNUAL MEETINGS**

50. The Directors shall present to the Annual Meeting...
  - a. a report of their proceedings for the current fiscal year with such remarks and suggestions as they see fit to offer;
  - b. a detailed statement, certified by the Auditor of the balance sheet and income statement of the Society for the current fiscal year;

#### **BORROWING POWERS**

51. The Society may by ordinary resolution authorize and empower the Directors to borrow or raise or secure the payment of money in such manner as it shall think fit and may authorize the Directors or any number of them for or on behalf of the Society to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

#### **PURCHASING POWERS**

52. No person shall individually spend without a motion from the Board.

#### **THE SEAL**

53. The seal of the Society shall not be affixed to any instrument except by authority of a resolution of the Directors or of a resolution of the Society whether previous notice thereof has been given or not and in the presence of such officers of the Society as may be prescribed in and by such resolution, or if no officers are prescribed by the resolution, in the presence of:
  - a. two Directors of the Society and the Secretary; or
  - b. the President and the Secretary.
54. and such officers shall sign every instrument to which the seal of the Society is so affixed in their presence.

#### **FISCAL YEAR**

55. The fiscal year of the Society shall be that twelve month period ending October 31st each year.

#### **AMENDMENTS**

56. These By-Laws may be altered or amended by extraordinary resolution at any Annual Meeting or Special Meeting of the Society called for that purpose for which proper notice setting out the nature of the proposed changes has been given.
57. These Regulations may be altered or amended by ordinary resolution at any Annual Meeting or Special Meeting

of the Society called for that purpose for which proper notice setting out the nature of the proposed changes has been given.

**DISSOLUTION**

- 58. The MRAS may at a special meeting of the Society pass a resolution dissolving the Society in accordance with the Province of Alberta Societies Act.
- 59. If there is a surplus either in property or money after paying the expenses of liquidation and all the liabilities of the Society, the surplus shall be given to an association or body engaged in community services in Millarville who has charitable or non-profit status.

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President

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Witness