



Constitution & Bylaws of the  
**Belleville Agricultural Society**  
February, 2017

# Bylaws

- 1. Membership**
- 2. Executive Officers**
- 3. The President**
- 4. Vice Presidents**
- 5. Past President**
- 6. The Secretary**
- 7. The Treasurer**
- 8. Directors**
- 9. Junior Directors**
- 10. Staff**
- 11. Auditors**
- 12. Honorary Life Awards**
- 13. Elections**
- 14. Meetings**
- 15. Committees**
- 16. Policies and Practices**





## **Bylaw 1 *Membership***

1. Members, as defined in Article 4, shall be encouraged to be aware of the content of the Constitution and Bylaws of the Society, and to act to support the Purpose of the Society.
2. The Membership Annual Fee shall be set by the Board at its last meeting prior to the Annual Meeting of the Society.
3. Membership in the Society shall include the right to Exhibit for the current year.
4. Membership rights and responsibilities will be reviewed annually, soon after the Annual Meeting, noted in Policy/Practice 3.1, and communicated to Members.
5. Membership in the Society may be cancelled by an enriched vote of the Board if a Member has acted contrary to the Meeting Code of Conduct (Policy 3.4.1e) or has acted in a manner that is damaging to the Society.

## **Bylaw 2 *Executive Officers***

1. Officers of the Society shall be the President, the 1st Vice President, and the 2nd Vice President.

## **Bylaw 3 *The President***

1. shall be the official spokesperson for the Society
2. shall preside at all meetings of the Board. or designate the role.
3. shall be an ex-officio Member of all Committees.
4. shall work to ensure that all orders and resolutions of the Board of Directors are carried out.

## **Bylaw 4 *Vice-Presidents***

1. shall assume the duties, responsibilities of the President in the latter's absence or at the President's request.
2. Shall perform other duties as directed by the President or Board.
3. The 2nd Vice President shall assume or perform duties in the additional absence of the 1st

Vice President, or at the request of the President or the Board.

## **Bylaw 5 *Past President***

1. shall act to mentor the Board of Directors based on experience.
2. Shall act as, or designate the role of, Nominations Chair, , and conduct the election process at the Annual General Meeting.
3. shall chair the first meeting of the Board to ensure the selection of the Executive Officers of the Society.

## **Bylaw 6 *The Secretary***

1. shall perform duties as specified in the O.A.A. S. manual and in accordance with the AHO Act.
2. shall be responsible for recording and distributing the minutes of all meetings of the Board of Directors.
3. shall work with the Officers to prepare and distribute agenda for all meetings in accordance with the constitution & Bylaws.

## **Bylaw 7 *The Treasurer***

1. shall perform duties as specified in the O.A.A. S. Manual and in accordance with the AHO Act—and
2. shall keep account of all monies received and disbursed by the Society.
3. shall ensure that all monies are deposited on behalf of the Society in a Chartered Bank or a recognized Trust Company
4. shall ensure the payment of all accounts and expenses incurred by the Society.
5. shall work with the Finance Committee to prepare and forward financial records and statements for the preceding fiscal year to the auditor and assist with a formal audit if necessary.
6. shall prepare interim financial statements at such times and in such detail as required by the Board.
7. shall assist the Finance Committee in establishing a budget each year.



## **Bylaw 8 *Directors***

1. Shall act to help fulfill the mandate of the Board as per Article 8.
2. Shall participate in all meetings of the Board and the Society and shall inform the Secretary or an Executive Officer promptly if unable to attend for good reason.
3. Shall be members of and chair Committees as needed, and report to the Board.
4. Shall declare any conflict of interest regarding any pending issue before the Board prior to discussion and decision-making action.
5. Shall respect the confidentiality of specified Board discussion and deliberations.
6. May be removed from their position on the Board as per Article 8-11 following an investigative procedure developed and included in the Policies and Practices of the Society.
7. Shall act in accordance with all the Articles and Bylaws, and with policies and practices approved by the Board and reviewed annually.

## **Bylaw 9 *Junior Directors***

1. shall be appointed from interested Junior Members.
2. shall participate in all meetings of the Board.
3. Shall act in a Director's role as defined in the Articles and Bylaws of the Society.

## **Bylaw 10 *Staff***

1. Shall implement the directives of the Board and administer day-to-day operation of the Society as per the Constitution, Bylaws, and Policies and Practices of the Society.
2. Managerial Staff shall be non-voting member(s) of the Board and Executive Committee
3. Shall be excluded from "Executive Session" or Executive Committee meetings *dealing with staffing matters relating to managerial staff.*

## **Bylaw 11 *Auditors***

1. shall require the attendance of any or all officers and/or directors when necessary to carry

out an audit.

2. shall present a full report at the Annual Meeting of the Society.

## **Bylaw 12 *Honorary Life Awards***

1. **Honorary Life Members** shall:
  - a) have all rights and privileges as Members of the Society without paying the annual fee;
  - b) be invited to the Annual Dinner of the Society as a guest, and be duly recognized.
  - c) receive annually a pass to Society events
2. **Honorary Life Directors** shall:
  1. be selected from current and past Directors of the Society;
  2. have all rights and privileges as Members of the Society without paying the annual fee;
  3. be consulted by the Board when it might best advance the Purpose of the Society;
  4. be invited to the Annual Dinner of the Society as a guest, and be duly recognized;
  5. receive annually a pass to Society events

## **Bylaw 13 *Elections***

1. The Directors will be elected at the Annual General Meeting by and from Members who are "in good standing" during the previous year and have paid the membership fee for the current year and have been active in Society activities.

2. Members in good standing who are unable to attend the Annual General Meeting may assign their Proxy -(their vote)- for election of Directors to another Member in good standing by providing the Society's Secretary with a signed letter or form stating their intent—to be received by the Secretary at least 2 weeks before the AGM. Directors for the new term may similarly assign their Proxy to another Director for the election of Officers at the first meeting following the AGM by following the same procedure.

3. The Past President (or designate) shall present a slate of nominees which will have been announced at a Board Meeting early in January each year.



(Elections will be held if there are more nominees than positions vacant.)

4. Officers will be elected by and from the Board of Directors at the first meeting following the Annual Meeting, which shall be chaired by the immediate Past President or designate. This Board Meeting may be on the same day as the Annual Meeting

5. Unsuccessful candidates for Officer positions may, if they wish, be candidates for other Executive positions

## **Bylaw 14 Meetings**

### **1. Annual Meeting:**

- a) shall be held at the time and with the purpose noted in Article 5.
- b) shall have the time and published in the local newspaper AT LEAST two weeks in advance of the event.
- c) all Members "in Good Standing" (as defined in Article 5 #2) may participate and vote at the Annual Meeting. Those under 18 years may not vote.

### **2. Board Meetings:**

- a) shall be scheduled on a monthly basis each year, with exceptions noted clearly in the minutes of the first meeting.
- b) shall be chaired by the President (or designate).
- c) shall follow procedural guidelines as included with the "Policies and Statements of Practice" for the Society.
- d) shall welcome Members as participants in discussion of matters, but without voting privileges.
- e) shall meet as "Executive Session" (or "Directors-only") at times to deliberate and discuss matters pertaining to sensitive personnel matters, legal matters, sensitive financial matters, and report to the Board. These meetings will follow guidelines provided by recognized Rules of Conduct and included in the Policies & Practices

of the Society.

- f) May be re-scheduled by the President, in consultation with the Executive Committee, in case of inclement weather or other serious obstacle to attendance.
- g) Special meetings of the Board may be called by the Executive Committee or by written request of four (4) Directors with the agenda being distributed five days in advance.

### **3. General Meetings:**

- a) In addition to the Annual Meeting, there shall be at least 2 **General Meetings** of the Society to be held during the year, with dates, times and place announced to Members.
- b) A **Special General Meeting** may be called by the Board, or at the written request of 10% Members of the Society.
- c) the time, place and agenda for a Special General Meeting must be published, in writing or electronically, to all Members at least 2 weeks in advance.
- d) all Members present may vote at any General Meeting of the Society.

### **4. Committee and "ad hoc" meetings:**

There shall be meetings of Committees, called by the Chair or a majority of committee members, and/or meetings of Directors with others to manage Society affairs.

## **Bylaw 15 Committees**

### **1. There shall be the following Committees:**

- a The Executive Committee
- b The Finance Committee
- c Planning Committee
- d. Grounds and Facilities Committee
- e Governance Committee
- f Event Planning Committee(s)
- g Committees as described in the Policies & Practices of the Society.
- h Other Committees formed on an ad hoc basis for particular matters requiring action within the Society.



2. **Membership and mandate** of each Committee shall be registered with and approved by the Board when it is formed.

3. **Committee Chairs** will work to present a budget to the Finance Committee and to work within that budget unless otherwise authorized by the Board

4. **The Executive Committee:**

a) shall consist of the Executive Officers, and the Past President in an advisory capacity.

b) shall involve the Secretary & Treasurer as resource personnel.

c) shall meet as required to meet its mandate.

d) shall advise the Board on items and issues of priority.

e) shall review the following matters regularly and report to the Board:

i) Personnel

ii) Policy and Procedure

iii) Finance (with the Finance Committee, Treasurer and auditors)

iv) other matters arising.

f) shall act on behalf of the Board on matters requiring expediency and urgency and shall report to the Board at the earliest opportunity.

g) shall ensure representation of the Society at District Meetings of O.A.A.S. and shall report to the Board about O.A.A.S. matters

h) Shall review minutes of Annual and General Meetings of the Society and present them to the Board, with recommendations re changes—if any—for approval.

5. **The Finance Committee**

a) shall consist of three or more Members selected by the Board—one of which shall be an Executive Officer.

b) shall work with the Treasurer, Executive Committee and all Committee Chairs to prepare a financial budget by April 15 each year, and present it to the Board.

c) shall establish or confirm such procedures to ensure that the budget is followed.

d) shall report to the Board each month on the status of the budget.

e) shall work with the Treasurer and Auditor to prepare, review and present an annual, audited financial report..

6. **Planning Committee**

a) shall consist of the Directors of the Board, with power to add, and include the Secretary-Treasurer as resource.

b) shall study, consult, discuss, plan - for events, programs, activities, infrastructure, action, and direction for the organization, with a 3-to-5-year perspective, with interim reports to the Board, with any recommendations.

c) shall work to develop a “strategic plan” that will provide “a vision of the Society’s future and allows for the development of tactics and strategies to achieve that future”.

7. **Grounds and Facilities Committee**

a) shall oversee the facilities and equipment belonging to or the responsibility of the Belleville Agricultural Society.

b) shall recommend to the Board when improvements, acquisitions, maintenance or other changes are required.

c) shall ensure, with the Manager, that up-to-date inventory of facilities and equipment is on file and available.

d) shall ensure, with the Manager, that keys (and duplicates if necessary) for all locks relating to the BAS facilities and equipment are available and tracked.

e) shall work with the Executive, Manager, other Committees, volunteers and staff to plan, prepare for and tidy-up after Society events and programs.

f) shall work to ensure the safe and organized storage of Society equipment and materials.

g) shall work with the Executive and the Manager to help ensure that directives from the Board regarding maintenance, upgrades, improvements, acquisitions, or other matters involving the grounds, facilities, materials and equipment are fulfilled.

h) shall recommend to the Board the contracting of staff or companies or contractors if or when required to fulfill the Committee’s responsibilities and mandate, and shall include in the recommendations such terms of reference and de-



scriptions as are required for the individual program needs. Costs and remuneration shall be the responsibility of the Board, in consultation with the Society Manager.

i) shall work with the City, the Executive Committee and the Manager to manage the rental of buildings and/or grounds to interested community organizations or businesses when approved by the Board.

## **8 Governance Committee**

a) shall consist of at least one Director, as Chair, and other Directors and/or Members approved by the Board as per Article 8-9.

b) shall regularly review the Articles, By-laws, Policies & Practices which comprise the Society's Constitution.

c) shall ensure that recommendations for amendments from the Committee or other sources are presented to appropriate Meetings of the Society (Bylaw 14) for consideration and that any proposed amendments follow Article 12 Amendments.

d) shall act as reference on questions relating to the Constitution or to Rules of Order (Article 10)

e) shall work with the Secretary and Executive Committee to provide Directors and interested Members with Governance information.

f) shall monitor the O.A.A.S. policies and the Agricultural & Horticultural Act to ensure Society compliance when necessary.

g) shall work with the Secretary/Manager and the Executive Committee to update the Policies of the Society as they are developed, and to document Practices for the Society as per Bylaw 16.

## **9. Event Planning Committee(s)**

### **9.1: Fair Planning**

a) There shall be a Fair Planning Committee each year to plan and produce the Quinte Exhibition.

b) The Fair Planning Committee shall consist of as many Directors, Members, Volunteers and staff as needed.

### **c) The Fair Planning Committee:**

(i) shall have a Director as Chair

(ii) shall; work to ensure that the annual Fall Fair is planned effectively and is implemented smoothly.

(iii) shall refer contractual matters through the Secretary/Manager to the Board and its signing officers.

(iv) shall have the authority, while working with the Executive Committee, Staff, and other Committees, to make decisions about the Fair's program, events, participants, volunteers, and other matters pertaining to the Fair, and report to the Board regularly. Matters of concern may be referred to the Board for discussion and decision.

(v) shall work with the Finance Committee to ensure that budgetary matters are managed effectively.

(vi) shall ensure that sub-committees are formed, with mandates and named Chairs, to manage individual programs, events, contests, displays, tasks, vendors, and other matters pertaining to the Fair.

(vii) shall work with the Manager to coordinate programs, events, tasks, vendors, and all matters pertaining to the Fair using volunteer and staff resources as required.

(viii) shall ensure the review of the various parts of the Fair, and of the Fair overall, soon after, to ensure future "best practices"

## **9.2 Other Events:**

a) There shall be Committees formed as "Ad Hoc Committees" to plan and produce other events which are the responsibility of the Society. (See Bylaw 15—9 Ad Hoc Committees)\

## **10. Ad Hoc Committees**

(a) shall be formed to deal with other matters not in the mandates of existing Committees, or to assist existing Committees with their work.

(b) shall generally have a commencing and terminating timeline.

(c) shall be formed by the Board at the recommendation of the Executive Committee, a "standing" committee, or a Director.

(d) shall report to the Board as needed.



### **Bylaw 16 *Policies and Practices***

1. There shall be approved, amended or repealed by the Board such statements of policy and practice required, which shall be appended to this Constitution.
2. Policies shall be statements of direction, within the Constitution and Bylaws, which shall be utilized as guidelines for determining practice for the organization.

Practices shall be notation of the methods agreed upon by the Staff and Board for dealing with day-to-day operation of the organization

**Addenda**

