



Constitution & Bylaws of the Belleville Agricultural Society

Policies and Practices

- 1.0 Policies and Practices**
- 2.0 Documentation**
- 3.0 Governance—Members and Board**
 - 3.1 Members**
 - 3.2 Officers and Directors**
 - 3.3 Elections**
 - 3.4 Meetings**
 - 3.5 Committees**
 - 3.6 Fees and Expenses**
 - 3.7 Financial Management**
 - 3.8 Honorary Life Awards**
- 4.0 Facilities, Equipment, Office and Staff**
 - 4.1 Hours**
 - 4.2 Use of Office and Equipment**
 - 4.3 Use of Computer System**
 - 4.4 Keys**
 - 4.5 Security**
 - 4.6 Staff or paid Personnel**
 - 4.7 Use of Facilities**
- 5.0 Committees, program and event**
 - 5.1 Committees**
 - 5.2 Quinte Exhibition Fall Fair**
 - 5.3 Other Programs and Events**

February, 2017



Article 8 (A-8)

The Board of Directors

10. ..shall develop and/or cause to be developed, amend, and approve, policies and practices within the Society

Bylaw 16 (B-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 There shall be approved, amended or repealed by the Board such statements of policy and practice required, which shall be appended to this Constitution.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.

1.0 Policies and Practices:

- In general and in instances not addressed in the Society Constitution, the Society will follow the guidelines, where applicable, which are provided by the O.A.A.S. and those noted in the AHO Act 1988.
- Policies and Practices of this organization shall follow the above and the Constitution and Bylaws established by and for the Society.
- The following **Policies** shall guide the day-to-day operation of the Society and **Practices** shall chronicle methods and processes generally used in pursuing the mandate of the Society.

2.0 Documentation:

Action decisions of the Board deemed to define Practices or Policy of the Society will be added to

this document immediately. The most updated edition of this Section will be maintained by the Secretary, and a copy made for the President. Updates may be forwarded to Directors and Members on a regular basis—at least annually.

3.0 Governance— Members and Board

3. 1 Members: (A-4, B-1)

- a) there should be orientation program(s) for any new Directors, which has been approved by the Board and delivered with the help of appropriate staff or volunteers.
- b) Members shall be encouraged to participate in General and the Annual General Meetings of the Society
- c) Members should receive regular updates on the work, plans and challenges of the Society

3. 2. Officers and Directors: (A-8, 9, 13. B-3, 4, 5, 8, 9)

3.2.1) Directors (including Officers) individually are accountable first to the Members who elected them, and then to the Board as a whole, for ongoing conduct, actions on behalf of the Society, and the work done for the Society. While the Board may be challenged for its actions and policies by the Members, individual Directors are accountable to the Board and complaints concerning conduct during meetings, while acting for the Society, or regarding statements or actions taken outside the Society but concerning the Society or its Members, shall be presented to the Board in "Closed Session". Should matters thus presented not be resolved satisfactorily in this relatively informal session, the matter may be tabled and a special meeting of the Board called to hear the complaint and explanations and defense, at the end of which, the Board determine what it



deems to be appropriate action, which may include the removal of the Member from the Board, as per Article 8-15.

3.2.2) Directors who undertake specific roles and duties for the Society should ensure that for clarity, the "terms of reference" for the responsibilities and actions be documented in minutes of the Board.

3.2.3) Directors must be aware of the expectations and responsibilities outlined in the Articles, Bylaws and Policies, and be knowledgeable of the Practices of the Society as they apply to their roles and responsibilities.

3.2.4) Directors must take responsibility and answer to the Board for their demeanor when representing the Society, and for the roles and activities they have agreed to undertake on behalf of the Board.

3.2.5) Directors accept that the Board has the right to undertake disciplinary procedures, as noted in 3.2.1 above, in the following and similar circumstances:

a/ *the Director has gone beyond the authority provided by the Board and the Society Constitution

b/ *the Director has broken confidentiality of Board deliberations (Bylaw 8: *respect the confidentiality of specified Board discussion and deliberations*).

c/ *the Director is abusive to other Members or to the public (while acting on the Society's behalf).

d/ *the Director has not-accidentally taken action that has led to damage or injury or to the detriment of an event undertaken by the Society.

e/ *the Director has not followed the "conflict of interest" policies and refrained from participating in any discussion in which the Director have personal or professional (financial) interests. Conflict of Interest guidelines shall be found in the document "PRIMER FOR DIRECTORS OF NOT-FOR-PROFIT CORPORATIONS" (published 2002 by Industry Canada) pages 23—27 in the

section "The No-Profit Rule and the No-Conflict Rule, a copy of which is on file in the Society Office."

f/ *the Director has acted to be non-supportive of decisions, policies, activities or events that have been approved by the Board or the Membership.

g/ *the Director has not refrained from intruding on issues of the day to day running of the Society; (except to monitor results and to assist in avoiding outcomes that conflict with board policy).

h/ *the Director has shown continued, gross or willful neglect of the duties of the office.

i/ *the Director has failed or refused to disclose necessary information on matters of Society business.

j/ *the Director has conducted unauthorized expenditures, signing of cheques, or misuse of organization funds

k/ *the Director has purposefully misrepresented the Society and/or its officers or directors to outside persons

l/ *the Director has acted or not acted in any other way that the Board unanimously agrees is detrimental to the Society.

3.3. Elections: (A-5.1, B-13)

3.3.1 Reference to Constitution:

Article 3.1 The Society shall be managed by a Board of Directors of a maximum of sixteen (16) Directors. In addition, the Past President, and the Mayor of the City of Belleville, or designates, are ex-officio Directors of the Society. 3.2 Eligibility for election to positions on the Board of Directors shall be defined in the Bylaws of the Society

Article 5.1 There shall be an Annual Meeting in January each year to: ... - elect the Directors for the Board of Directors for the next year. 5.2 Only Members (over 18) in good standing in the Society during the previous 12 months and have paid membership fee for the current year shall be entitled to vote at the Annual Meeting.

Article 6.1 Directors will serve a term of two



years. Each year, 50% of the Director positions (on rotation) shall be filled by election at the Annual Meeting. 6.2 Executive officers shall be elected by and from Directors annually. The Society is encouraged to consider at least 2-year terms for these positions when possible.

Article 11: A quorum for an Annual Meeting or duly-called General Meeting shall be those Members in attendance.

3.3.2 Reference to the Bylaws:

Bylaw 5.2 [Past President] shall act as, or designate the role of, Nominations Chair, and conduct the election process at the Annual Meeting.

Bylaw 13.1 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. 13.2 The Past President (or designate) shall present a slate of Nominees which will have been announced ... early in January each year.

Bylaw 13.6 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 Past President, or designate. This Board Meeting may be on the same day as the Annual Meeting.

Bylaw 13.7 Unsuccessful candidates for officer positions may, if they wish, be candidates for other Executive positions (drop-down).

3.3.3 Election Policy:

During the 2004 Constitution revisions, the Board adopted a policy that as far as possible election of Directors are to be “open and transparent” - so that Members are involved in the

nomination process as well as the election process, are aware of nominations prior to the Annual Meeting, and so that the Board might have Directors who support the Society and have the skills, knowledge and experience it needs to continue to develop programs to fulfill the Society’s mandate/purpose (Article 2).

3.3.4 Election Procedure:

a. At the last meeting of the calendar year, the Board will decide on the fee structure for Membership for the following year, will review which positions on the Board expire and must be filled by election at the Annual Meeting (AGM), will determine the Nominations Chair, and will issue a call for nominations for the up-to eight vacancies.

b. The current Directors, with the Secretary and staff, will assist the Nominations Chair to compile a list/slate of candidates for the vacancies which will be published to the Membership through minutes of a Board Meeting or on the Society’s website at least a week prior to the AGM.

c. The Nominating Committee will present a list of candidates who have agreed to run for election to the AGM.

d. If the slate has more names than the number of vacant positions, a ballot will be distributed to Members and the “top eight” be elected to the Board.

e. If the slate has fewer names than the number of positions to fill, nominations may be invited “from the floor” and the Annual Meeting will, if necessary, elect candidates to complete the Slate using a write-in ballot.

f. Candidates may speak briefly to the AGM, outlining their qualifications and purpose for being a Director and may, if they wish, entertain questions.

g. The Nominations Chair will place the Slate before the AGM for approval.

h. Should the Slate not be approved for any reason, a ballot will be distributed, and candidates receiving at least 25% of the Members’ approval



on the ballot shall comprise the Directors for the next year. Vacancies created by this process may only be filled at the next Annual Meeting for the remainder of the term

i. Vacancies created by lack of nominations at the AGM may be filled in “By-Elections” at a General Meeting of the Society provided due notice has been given to the Members and the nominations to be considered are available to the Members at least a week before the General Meeting.

3.3.5 Elections Background:

The Ministry of Agriculture, Food and Rural Affairs (OMAFRA) has an interesting Fact-sheet online re “Conducting Elections” <<http://www.omafra.gov.on.ca>> which recommends a nominated slate, but differs because it outlines procedures for electing officers at the AGM, whereas our officers are elected by the Board.

Other material on Governance of Non-Profit organizations suggests the use of a Nomination Committee—some in favour of elections and others leaning toward a selection process that “ensures a knowledge/skill base for the Board”.

The Chartered Accountants of Canada website says: “Finding the right people is usually the job of the Nominating or Governance Committee which proposes a slate of candidates for election, although some candidates may be nominated by supporters. ... However it is done, the objectives should be to select well-qualified individuals who will serve the organization well and to achieve continuity through a smooth transfer of board membership that balances new ideas and energy with experience and “institutional memory”. Ideally the board will have a collective synergy that is greater than the sum of its parts.” <www.rogb.ca/npo>

3.4. Meetings: (A-5, 8.2, 10, 11, B-14)

3.4.1 “General Rules of Order” will be used as the guideline for Meeting protocol within the Society.

a) Meetings of the Society or its Board shall be chaired by the President or designate.

b) All meetings of the Society shall be held with utmost respect and decorum.

c) All eligible Members shall participate and vote at all meetings—tie votes are lost.

d) Suggested Order of Business:

- Call to Order
- Approve the Minutes of last meeting
- Business arising from those Minutes
- Financial Reports
- Correspondence
- Reports
- New Business
- Notices of Motion
- Adjourn

3.4.2 General Rules of Conduct:

- Participants should address the chair
- each should speak in turn and if necessary at the recognition of the Chair
- speakers should confine comments to the question, and avoid comments involving personalities.
- speakers should wait until others have spoken before adding further comments.
- comments and discussion should be as brief as possible.
- the Chair may rule.

3.4.3. Committee and “Ad Hoc” meetings (B-14)

a) Members of Committees and those involved in “ad hoc” meetings will be notified of the time and place and purpose of the meeting as early as possible to allow scheduling arrangements.

b) Notice of meetings and their purpose will



be forwarded to Directors by email, “FYI”.

c) Notes or Minutes of meetings shall be filed with the Society Office and available to Directors.

d) Reports of meetings will be included on the agenda of the next Board or General Meeting.

3.5. Committees: (A-8, 9, B-8.3, 15)

- a) all Committees are accountable to the Board of Directors
- b) Terms of Reference for Committees shall include:
 - whether the Committee is a Standing Committee (and is included in Bylaw 10) or Ad Hoc.
 - the purpose of the Committee
 - an outline of the tasks and timelines of the Committee’s work
 - the composition of the Committee
 - the Director involved with the Committee and in what way .
 - reporting procedure and timelines.
- c) all Committees shall submit a budget request as soon as possible and preferably before incurring any expenses.
- d) Committee chairs or designates should report to the Board regularly with progress reports.
- e) The Board, or the Executive Committee, may meet with Committees (individually or as a group) between Board Meetings to plan, implement action, or discuss issues

3.6. Fees and Expenses

3.6.1. all and any **fees for services** shall be approved and posted as Statements of Practice.

3.6.2 Expenses (Bylaw 15-5; AHO Act #13)

“...reasonable expenses incurred by a director, officer or member in the performance of his or her duties may be paid.”

The Society will endeavour to pay reasonable “out-of-pocket” expenses when **incurred** on Society work or business.

1. Where possible, these expenses should be anticipated and included in Committee or individual budgets.
2. Mileage will be paid for out-of-town travel approved by the Society (Committee or Board as appropriate). Actual fuel consumption will be the guideline.
3. Meals will be covered when it is necessary to be away from home over a mealtime on approved Society business, or if it is deemed necessary as part of a Society program—I.e. marketing meetings or sponsorship discussions.
4. Purchases of materials or equipment or supplies may be reimbursed upon approval, should these be deemed necessary and unavailable.
5. Queries regarding expenses may be directed to Committee Chairs or the Executive.
6. Invoices for expenses must be approved by Committee Chairs ,Executive or Managers, as appropriate, before being paid by the Treasurer.

Staff expenses will follow generally the above guidelines, and may be queried or approved by Committee Chairs, Managers and/or Executive, as appropriate.



3.7. Financial Management

The finances of the Society will be managed with systems of checks as appropriate. The Treasurer provides general accounting records on a day-to-day basis. The Finance Committee will oversee the financial planning and reporting and recommend procedures to the Board that ensure the proper management of funds. Approved procedures shall then become part of the Policy/Practices section.

3.8. Honorary Life Awards: (A-8.12, B-12)

The Awards of *Honorary Life Director* and *Honorary Life Member* will be presented to individuals nominated by any Member and recommended by the Directors.

Nominations for either award must be accompanied by letter(s) outlining the reasons for the Candidate's consideration.

The Honorary Life Director may be awarded to an individual who has demonstrated outstanding leadership as a Director of the Society over a number of years, and who has made a significant contribution to the work of the Society in the role of Director.

The Honorary Life Member may be awarded to an individual who has been active as a Member in the Society and whose work has made a significant and/or outstanding contribution to the Society's objects and development.

Recipients of these awards shall be entitled to recognition as noted in the Constitution and By-laws, and may be presented with memento of the award in the form agreed-upon by the Directors.

Honorary Life Directors and Honorary Life Members are asked to update contact information with the Society annually.

4.0 Facilities, Equipment, Office

and Staff

4.1. Hours

Hours of work for Staff and Office Hours shall be as directed by the Board.

Office Hours will be posted on doorways and on the website well ahead of time

4.2 Use of Office and Equipment

Directors and event Committees may reserve the use of the Office meeting area to conduct Society business by contacting the General/Office Manager. Equipment in the office may be used if required under the supervision of the Office Manager.

4.3 Use of Computer Systems

The computer system is primarily the responsibility of the Office Manager, who also ensures that "webmaster" duties are carried out as approved by the Board. The General/Office Manager may supervise use of the equipment if it is necessary for Society programming—purposes to be approved by the Executive if there is doubt. Creating address labels or recording financial information for a Committee, creating databases, etc. may be delegated to directors or Committee members if appropriate.

4.4 Keys

The Grounds and Facilities Committee, with the General/Office Manager will ensure that all keys to all locks belonging to the Society or shared with the City are recorded, and kept in a secure location where the keys are both safe and accessible.

Keys to the Office will be the responsibility of the General/Office Manager to sign out to Committee or Society Directors requiring access to the Office for meetings or work. The ultimate authority regarding the use of the Office will be the Ex-



ecutive (representing the Board).

Keys to other Society locks may be assigned to authorized personnel through the Office Manager.

Members authorized to sign out keys become responsible for the keys and must return them in a timely fashion.

4.5 Security

Staff, Directors, Committee Members all undertake to help insure the security and safety of Society grounds, facilities, records, and personnel by working to establish systems and procedures as appropriate, and by the timely reporting of unsafe and/or insecure situations to the appropriate staff or Executive Officer.

4.6 Staff or paid personnel (Article 8, Bylaws 6, 7 and 10)

4.6.1 General and Office Manager

The Role will be to:

- 1* assume the duties of the Board's "Secretary-Treasurer, with duties as shown in Bylaw 6 and Bylaw 7.
- 2* work under the supervision of the Executive to implement directives of the Board and to provide administrative support for the Executive and Committees and Managers as appropriate.
- 3* maintain records and files of all Society documentation, correspondence and finances.
- 4* as Treasurer, act as a signing authority on Society bank accounts.
- 5* maintain organized files, supply cupboards, etc.
- 6* work with the Executive to ensure that the Society Office and storage areas are clean, organized and well appointed, and that equipment is well-maintained and updated as necessary.
- 7* make recommendations to the Board and/or Executive regarding any necessary changes to

Office or Administrative procedures or to necessary improvements or upgrades to equipment or software, etc. used to implement the Society's Vision and Goals.

8* work with Committees and Executive to ensure that communications are in place to keep Directors updated on Society activities and business between Board Meetings.

9* work with Committees, Executive and Managers to ensure positive communications with the Society's "Community".

4.6.2 Marketing & Events Manager

The Role will be to:

- 1. Work with the Board to identify programs and events suitable to the Society's Vision Statement,
- 2. Assume responsibility for coordinating and "Chairing" Planning Committees for events agreed upon with the Board/Executive
- 3. Work with Committees and the Board to ensure that planning, implementation of the plans, and follow-up operations all lead to a positive outcome for each agreed-upon event;
- 4. Work with the Board and the Manager to ensure that administrative details are in place, and that plans for marketing, sponsorship and advertising opportunities are offered, vendors and exhibitors are recruited and registered as necessary;
- 5. Work with the Grounds and Facilities Committee to ensure that physical necessities for events are available;
- 6. JWork with the Manager/Treasurer, the Finance Committee and other Committees to ensure that financial operations and accounting details are in place;
- 7. Ensure, with the events' Planning Committees, that effective advertising for events is in place;
- 8. Report to the Board directly, and con-



sult with the Executive Committee as needed, details of planning and implementation, including requirements needed to manage the planning and implementation.

9. Other duties related to event operations as identified by the Board, Committees, or the Marketing & Events Manager

In return for this “contracted” coordination/marketing role, the Marketing & Events Manager will receive remuneration as agreed upon in written, signed, documentation. In addition, as stated in the Society Constitution & Policies, approved expenses may be reimbursed for costs incurred while working on Society business. The base of operations for the position is the BAS office. The Marketing & Events Manager is responsible for all necessary Government remittances related to working to fulfill this contract position.

4.6.3 Bar and Lounge Manager

The role will be to:

1. Work to provide bar service for events as directed by the Board.
2. Work with the Society Office and the City Staff to ensure that equipment in the bar/lounge is functional, orders for stock and materials are filled, any work orders are filed and that the facility is organized and stocked prior to the event.
3. Manage volunteers and/or staff recruited to serve during the event.
4. Ensure that finances are properly managed and cash is deposited through the Society Office.
5. Clean, clear and close bar/lounge area and return keys.
6. Provide an event report and financial statement to the Board at its next meeting.
7. Ensure that all legal and safety requirements are in place and being followed.

4.7 Use of Facilities

The Grounds and Facilities Committee, with the Manager and the Executive Committee will develop policy/practice regarding the contracting, rental, loan or other use of Society facilities, including relations with the city in this regard, insurance needs, monitoring responsibilities, and so on.

5.0 Committees, program and events

5.1.1 Bylaw 15 creates the following Standing Committees:

- The Executive Committee
- The Finance Committee
- Grounds and Facilities Committee.
- Other “Ad Hoc” Committees as needed.

It also describes the terms of reference for each.

Other Committees may include:

- Planning Committee for the Fair
 - Planning Committees for other approved events
 - Governance Committee to keep By-laws and Manuals up to date
 - Sub Committees to organize individual parts of events—especially re the Fair.
- Mandates and Terms of Reference for each shall be included in this section.

5.1.2 If directed by the Board, some Event Planning Committees will work with the help of a staff member—the Marketing and Events Manager. The role and responsibilities of this position are shown in Policy 4.18.2. In these cases the Committee and the Manager will work with the Executive, the General Manager and other Committees to ensure the success of the events.



5.2 Quinte Exhibition Fall Fair (“Ex”)

5.2.1 The dates for the Ex shall be determined in advance by the Board.

5.2.2 The Committees, Structure, General Policies and Practices for the “Ex” will be included annually in the handbook produced by the Ex Planning Committee, referred to as “The Prize Book”.

5.2.3 The President or Executive Committee will chair the Fair “Ex” Planning Committee, the Mandate for which will be included in the Society Bylaws (Bylaw 15))

5.2.4 The Admission rates for the Fair are set at: Adult: \$7; Child 6-12: \$5; Family [up to 2 adults + up to 3 children as a group]: \$20. Parking \$2.

5.2.5 The Exhibiting Member categories and descriptions are as follows:

Exhibiting Member fee for Prizebook Competitions in Homecraft, Poultry, Nature’s Harvest, Cheese and Dairy, etc., be: Adults \$6; Child under 16 \$2.

Exhibiting Member: Livestock Shows : fee to be negotiated with organizers – suggesting the same fee structure as for general membership above, sold in advance of the first day of shows, for all those participating in the Shows.

Exhibiting Member: Hobby – fee for those not part of the Prizebook competitions but wishing to display and/or sell hand-made artwork or crafts: \$20 per day per “booth” plus request/suggestion of donation if sales are good – includes admission for those manning the exhibit – up to a maximum of 3 passes. A form, “Application for Arts and Crafts/Hobby Booth” should be completed.

Exhibiting Member: Non-Profit fee of \$20 per organization for display space for all or part of the Fair – includes 2 passes.

5.2.6 The Commercial and Vending Exhibitors are as follows:

Commercial and Vendor Exhibitors: to be considered together and subject to fees outlined in the “Commercial Display” schedule. For companies and individuals wishing to display or sell products or services. Suggest a minimum of \$50/day, but

recommend the Office have the authority to negotiate and accept “in-kind” donations of goods or services. Forms – “Application for Commercial/Vendor Display” and “Vendor/Commercial Display: Terms for The Ex” should be completed and signed. Commercial/Vendor fees were reviewed and shopwn on the “Application” form).

5.2.7 There will be a special program on Thursday morning of the Fair for invited children who may not normally be able to attend. This has been coordinated with the YMCA.

5.2.8 There will be Sponsorship opportunities provided which will complement those being offered in the Homecraft and Harvest/Diary sections of the Fair: for from one to 3 ½ days of the Fair, considering the Fair as a whole and/or various parts of it. Also suggested is a “Thank-you” letter or small poster for Sponsors that they can display at their places.

5.2.9 There will be special days featured during the Fair to recognize and attract fair-goers: “Senior’s Day” Friday, featuring the “Senior’s Tea” and with as many related displays or events as can be planned and implemented.

“Kid’s Day” Saturday, a possible Kid’s day theme providing we have enough events geared towards kid. Petting Zoo, etc.

“Loyalist Welcome” on Sunday – free admission with Loyalist Student Card Office to check with Loyalist to see if all incoming students will have ID by then. If not, this may have to be re-addressed

5.3 Other Programs and Events

5.3.1 There will be other events and programs as approved and directed by the Board.

5.3.2 Each event and/or program will be approved pending formation of Planning Committees chaired by Board-approved Members.

5.3.3 Each Planning Committee will be responsible for submitting a financial budget proposal to the Board before the event, and detailed financial report afterward.

5.3.4 Winter Storage Program:

5.3.5 Races Program:



Addenda