

**Amended Bylaws of the
Springbank Park For All Seasons Agricultural Society (SPFAS)
(Final Version to be Presented and Approved at the SPFAS AGM on Sept. 27, 2021)**

1. DEFINITIONS

In these Bylaws,

- (i) "Act" means the Agricultural Societies Act and Regulations of Alberta;
- (ii) "Affiliated Organizations" means other non-profit organizations that work with the Society to provide recreational and other services to the Members and other users of Society facilities;
- (iii) "AGM" means the Annual General Meeting of the Society;
- (iv) "Audit" means an examination and adjustment of accounts by an auditor;
- (v) "Auditor" means an individual who meets the requirements for preparation of the financial statements as per the Regulations and is not a SPFAS Director of the Society;
- (vi) "Board" means the board of directors of the Society;
- (vii) "Bylaws" means the Bylaws of this Society as amended;
- (viii) "Director" means the Director as defined in the Act;
- (ix) "Executive Committee" means the President, Vice President, Treasurer and in the first year that follows the election or acclamation of a new President, the Past-President of the Society;
- (x) "Immediate family members" means related members of a family living in the same residence;
- (xi) "Members" means the individuals who have become members of the Society pursuant to Section 4 of the Bylaws;
- (xii) "Officers" means the SPFAS Directors elected by the Board to form the Executive Committee;
- (xiii) "Real property" means land, buildings on land, structures on land, fences and fixtures. Fixtures include shelves and other structures that are permanently affixed to the buildings or structures;
- (xiv) "Society" means the Springbank Park For All Seasons Agricultural Society;
- (xv) "Special General Meeting" means any meeting of the Members called outside of the Annual General Meeting;

- (xvi) "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 14 days written notice specifying the intention to propose the resolution as a Special Resolution has been given;
- (xvii) "SPFAS Director" means one of the individuals elected at the AGM by the Members of the Society, who will together constitute the Board of the Society;
- (xviii) "SPFAS Staff" means all full-time employees of the Society;
- (xix) "User Group" means a sub-group of Members involved in an activity which the Board has recognized as consistent with the Objects of the Society as defined in Section 2.

2. OBJECTS OF THE SOCIETY

- (a) The objects of the Society ("Objects") are:
 - (i) to establish, develop, lease, maintain, manage and operate (but not as a trade or for-profit business) a park and recreational facilities located on the Southwest Quarter (SW .) of section 27, Township 24, Range 3, West of the Fifth Meridian and the Southeast Quarter (SE .) of section 28, Township 24, Range 3, West of the Fifth Meridian, within Rocky View County in the Province of Alberta, measuring approximately forty-nine (49) acres in total, known and hereinafter referred to as "The Springbank Park For All Seasons";
 - (ii) to promote and generally encourage agricultural, educational, cultural, athletic, recreational and community endeavours at the Springbank Park For All Seasons and elsewhere within Rocky View County for the benefit of the residents of the County;
 - (iii) to raise funds to be used in furtherance of the Society's objects, by any lawful means, including the solicitation of grants and donations; and,
 - (iv) to carry on any other activities which, in the opinion of the Board, are in furtherance of the aforementioned objects.

3. MEMBERSHIP IN THE SOCIETY

- (a) Any person over the age of 18 years interested in the objects of the Society may become a Member by:
 - (i) paying either a Membership fee or a Facility Access Fee on his/her own behalf or on behalf of one or more minors under the age of 18 years of age;
 - (ii) having purchased a lifetime membership; or,
 - (iii) having been granted an honorary lifetime membership.

4. MEMBERSHIP FEES AND FACILITY ACCESS FEES

- (a) Membership and Facility Access Fees shall be determined by motion of the Board and reviewed on an annual basis.
- (b) There is one class of Society membership and each Society Member is entitled to the same privileges of membership including the casting of one vote at the Annual General Meeting as well as at any Special General Meetings called by the Board.

5. REGISTER OF MEMBERS

- (a) Each User Group shall keep a register containing a full name, mailing address, email address and phone number for each Member registered with the Society through that User Group, which register shall be available to the Society upon request.
- (b) The Society shall keep a register of Members who purchase memberships directly through the Society.

6. SUSPENSION OF MEMBERSHIP

- (a) The Board, by majority vote at a special meeting of the Board called for that purpose, may suspend a Member's membership for not more than 3 months, for one or more of the following reasons:
 - (i) the Member has failed to abide by the Bylaws;
 - (ii) the Member has disrupted meetings or functions of the Society;
 - (iii) the Member has engaged in behaviour that has had a detrimental impact on the use and/or enjoyment by another person of the Springbank Park For All Seasons;
 - (iv) the Member has otherwise acted in a manner judged by the Board to be detrimental to the Society.
- (b) The affected Member shall receive by single registered mail sent to the address shown in the Register of Members as well as via electronic means, no less than 2 weeks' notice of the Board's intention to hold a meeting to hear submissions and determine whether or not the Member should be suspended.
- (c) The notice shall state the reasons for which the suspension is being considered.
- (d) The Member shall have an opportunity to appear before the Board to address the matter, and may be accompanied by another person, subject to the Board's discretion;
- (e) The Board shall determine how the matter will be dealt with and may limit the time given to the Member to address the Board.
- (f) The Board may exclude the Member from its discussion of the matter, as well as from the deciding vote.
- (g) The decision of the Board shall be final.
- (h) If the suspended Member is an SPFAS Director, he/she will no longer sit on the Board and will not be eligible for re-election or re-appointment to the Board until the AGM that follows the conclusion of the suspension.
- (i) If the suspended Member is an SPFAS Director, he/she will no longer sit on the Board and will not be eligible for re-election or re-appointment to the Board until the AGM that follows the conclusion of the suspension.

7. TERMINATION OF MEMBERSHIP

- (a) Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
- (b) Once notice is received, the Member's name shall be removed from the membership register.
- (c) The membership of a Member is ended upon his/her death.
- (d) If a Member has not paid the annual membership fee within 6 months of the preceding Annual General Meeting, the Member is considered to have submitted his/her resignation.
- (e) The Board, by Special Resolution, at a special meeting of the Board called for that purpose, may expel any Member for any cause which is deemed sufficient in the interests of the Society, as follows:
 - (i) the affected Member shall receive, via electronic means, no less than 2 weeks' notice of the Board's intention to hold a meeting to hear submissions and determine whether or not the Member should be expelled;
 - (ii) the notice shall state the reasons for which the expulsion is being considered;
 - (iv) the Member shall have an opportunity to appear before the Board to address the matter;
 - (v) the Board shall determine how the matter will be dealt with, and may limit the time given to the Member to address the Board;
 - (vi) the Board may exclude the Member from its discussion of the matter, as well as from the deciding vote; and
 - (vii) the decision of the Board shall be final.
- (f) An SPFAS Director whose membership has been terminated will no longer sit on the Board and will not be eligible for election or appointment to the Board.
- (g) No right or privilege of any Member is transferable to another person.
- (h) Although a Member ceases to be a Member, he/she is liable for any debts he/she has owing to the Society at the date he/she ceases to be a Member.

8. USER GROUPS

- (a) A group of individuals seeking User Group status shall be required to submit an application in a form approved by the Board.
- (b) The granting of User Group status shall be by Special Resolution.
- (c) At the AGM, each SPFAS User Group shall put forward from its membership a candidate to stand for election as a SPFAS Director.
- (d) User Groups shall receive the benefit of:
 - (i) any preferential fee and/or scheduling arrangements the Board has approved in relation to the use of Society facilities; and,
 - (ii) any arrangement entered into by the Society with a third party that affords User Groups preferential fee and/or scheduling arrangements or other products or services.
- (e) User Groups shall be responsible for collecting Membership and/or Facility Access Fees and shall work with the Society to remit and reconcile said fees.
- (f) User Groups shall provide the Society with current lists of their members' names, addresses, email addresses and phone numbers and shall ensure that such members remain in good standing with the Society.
- (g) User Groups, upon being requested to do so by the Board, shall provide:
 - (i) an original or updated statement indicating the nature of the objects and activities of the User Group, including an explanation of how those objects and activities are consistent with the Objects of the Society;
 - (ii) at each meeting of the Board, updates of their activities, in verbal or written form;
 - (iii) financial statements on an annual basis, unless otherwise requested by the Board; and,
 - (iv) any other information required by the Board regarding their operations or financial affairs.
- (h) The Society shall maintain a list of User Groups which shall be reviewed by the Board and updated as required on an annual basis.
- (i) Revocation of User Group status shall be by Special Resolution.

9. ANNUAL GENERAL MEETINGS

- (a) The Annual General Meeting of the Society ("AGM") must be held on or before the 30th of September of each year, on a day, at an hour and at a place decided by the Board.
- (b) The primary purposes of the AGM are the following:
 - (i) To review and approve financial statements and other pertinent reports; and
 - (ii) To elect SPFAS Directors.
- (c) The following shall be the Order of Business at the AGM:
 - (i) Call to order;
 - (ii) Determination of quorum;
 - (iii) Approval of minutes of previous AGM and/or Special General Meeting;
 - (iv) Addresses and reports of Officers, including presentation of the annual audited financial statements for the Society's most recently completed fiscal year;
 - (v) Appointment of Auditors;
 - (vi) Reports of committees;
 - (vii) Unfinished business;
 - (viii) New business;
 - (ix) Addresses and discussions;
 - (x) Election of the Society's Board of Directors; and
 - (xi) Adjournment.

10. SPECIAL GENERAL MEETINGS

- (a) A Special General Meeting of the Society may be called by the Board at any time that the Board considers it necessary or advisable.
- (b) A Special General Meeting must be called by the Board to receive authorization from the Members before borrowing any amount of funds for greater than a one-year term or selling, purchasing, mortgaging, leasing for over 5 years or otherwise disposing of any real property owned by the Society.

- (c) The Board must call a Special General Meeting of the Society when requested to do so by at least 10 Members.
- (d) A request under subsection 10(b) must be in writing and state clearly the nature of the business to be transacted at the meeting.
- (e) Where the Board receives a request in accordance with subsection 10(b):
 - (i) If the Board does not issue a call for the meeting within 14 days from the day of receiving the request, or;
 - (ii) 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 10 or more of the Members, may call a meeting of the Society.
- (f) Upon the calling of a Special General Meeting, the sale of memberships in the Society shall be suspended until such time as the business of the Special General Meeting is concluded.

11. NOTICE OF MEETINGS

- (a) The Board or Members calling an Annual or Special General Meeting of the Society shall give at least 14 days notice of the meeting by posting such notice on the website used by the Society to communicate information to its Members, and/or by publishing such notice in a newspaper circulating throughout the Society's locality.
- (b) If any additions to, repeals of, or amendments to, any provisions of the Bylaws of the Society are to be proposed at the meeting, this will be considered a Special Resolution and the details of the proposed change must be included in the notice of meeting.

12. QUORUM

- (a) At a general meeting of the Society, 5 Members and 6 SPFAS Directors constitute a quorum.
- (b) At a meeting of the Board, 6 SPFAS Directors constitute a quorum.

- (c) The President shall cancel the general meeting if a quorum is not present within 30 minutes after the appointed start time. If cancelled, the meeting shall be rescheduled for one week later, at the same time and place. If a quorum is not present within 30 minutes after the appointed start time of the second meeting, the meeting will proceed with the Members in attendance.

13. VOTING

- (a) Each Member in good standing is allowed one vote on any question.
- (b) At the approval of the Board, alternative methods of voting may be acceptable.

14. BOARD OF DIRECTORS

- (a) The Board of the Society shall consist of 18 SPFAS Directors who shall be elected at the Annual General Meeting.
- (b) In addition to the SPFAS Directors duly elected at the Annual General Meeting, including those from User Groups as per Section 8, the following individuals shall be appointed as SPFAS Directors:
 - (i) one (1) member of the extended family of James and Irene Robinson, the individuals who contributed the land upon which the Springbank Park For All Seasons is located;
 - (ii) one (1) currently-serving Councillor representing Division 2 or 3 of Rocky View County;
 - (iii) one (1) currently serving representative from the Board of Trustees of Rocky View Schools; and
 - (v) the immediate Past-President of the Society, in the first year following the election of a new President.
- (c) All SPFAS Directors shall be voting Directors subject to their duty to recuse themselves when appropriate.
- (d) Any Member of the Society in good standing is eligible to stand for election as a SPFAS Director at the AGM.

- (e) Candidates for election to the office of SPFAS Director must be nominated at the AGM of the Society.
- (f) The term of office of an SPFAS Director is one year.
- (g) SPFAS Directors may serve up to 5 consecutive terms and must take one year off before being eligible to run again as an SPFAS Director.
- (h) Should the president of a User Group become President of the Society at the AGM, that User Group shall appoint a Director-at-Large to the Society from its membership.
- (i) Every director of the Society and his/her appointed personal representative(s) shall, from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, losses, and expenses whatsoever, which such SPFAS Director may incur, or become liable for, by reason of any act, deed, matter or thing whatsoever made, done or permitted by him/her or any other SPFAS Director in or about the execution of the duties of his/her office with the exception of the costs, charges, losses and expenses as are occasioned by his/her own dishonesty, wilful neglect or wilful default.
- (j) Each SPFAS Director shall conduct his/her affairs as a representative of the Society in compliance with these Bylaws and the Society's Code of Conduct which forms Appendix 1 to these Bylaws and which shall be provided to each SPFAS Director.
- (k) Notice of any changes to the composition of the Board between AGMs must be provided to Alberta Agriculture and Forestry within 30 days of said change.

15. POWERS AND DUTIES OF THE BOARD

- (a) Directors shall serve on a voluntary basis without remuneration by the Society.
- (b) The affairs of the Society shall be administered by the Board as directed at the AGM, by Members at SGMs, and as required by these Bylaws and by the Act.
- (c) The Directors shall receive financial statements and other reports from the Treasurer and approve payment of outstanding accounts on a regular basis.
- (d) The Board shall develop Operating and Capital budgets for the upcoming fiscal year prior to the commencement of that fiscal year.

- (e) The Board shall appoint such standing and special committees as are required to fulfill the Objects of the Society.
- (f) The Board shall ensure that the duties of Officers, employees and volunteers are properly performed.
- (g) The Board shall ensure that all necessary records are maintained so that the Society is able to inform Members of its activities.
- (h) No one Director shall carry more authority than another unless operating within Board-approved policies.
- (i) Board-approved expenses will be reimbursed after Board approval.

16. REMOVAL AND REPLACEMENT OF SPFAS DIRECTORS

- (a) SPFAS Directors whose memberships are suspended or terminated pursuant to Sections 6 or 7 will no longer sit on the Board and will not be eligible for election or appointment to the Board until the AGM that follows the end of suspension.
- (b) Where a SPFAS Director is absent from 3 consecutive meetings of the Board, all of which he/she has been given notice of as per Section 11 of these Bylaws, and such absences have not been explained to the satisfaction of the Board, the Board may declare that SPFAS Director's office vacant.
- (c) If the office of a SPFAS Director becomes vacant before his/her term of office expires, the remaining SPFAS Directors may appoint a person who is eligible to serve as a Director to fill the vacancy for the remainder of the unexpired term, in order to ensure compliance with subsection 14(a) of these Bylaws.

17. EXECUTIVE COMMITTEE OF THE SOCIETY

- (a) The Executive Committee of the Society shall consist of the following elected officers: President, Vice-President, Treasurer, Secretary and, in the year following the election of a new President, Past-President.
- (b) With the exception of the Past-President, the officers who form the Executive Committee shall be elected by the Directors at the first Board meeting that follows the Annual General Meeting.

18. DUTIES OF THE OFFICERS OF THE SOCIETY

- (a) The President:
 - (i) Supervises the affairs of the Board;
 - (ii) When present, chairs all meetings of the Society, the Board, and the Executive Committee;
 - (iii) Is an ex-officio member of all Committees;
 - (iv) Acts as the spokesperson for the Society;
 - (v) Is a member of the Executive Committee;
 - (vi) Ensures that the orientation for new SPFAS Directors is completed within 60 days of their being elected or appointed; and
 - (vi) Carries out other duties assigned by the Board.

- (b) The Vice-President:
 - (i) Presides at meetings in the President's absence. If the 1st Vice-President is absent, the Directors shall elect a Chairperson for that meeting;
 - (ii) Replaces the President at various functions when asked to do so by the President or the Board;
 - (iii) Is a member of the Executive Committee; and
 - (iv) Carries out other duties assigned by the Board.

- (c) The Treasurer:
 - (i) Liaises with the Society's General Manager or SPFAS Staff to ensure that all monies paid to the Society are deposited into a chartered bank or institution as directed by the Board;
 - (ii) Liaises with the Society's General Manager or SPFAS Staff to ensure that a detailed account of revenues and expenditures is presented to the Board as requested;
 - (iii) Liaises with the Society's General Manager or SPFAS Staff to ensure that a review engagement statement of the Society is prepared and presented at the AGM;
 - (iv) Liaises with the Society's General Manager or SPFAS Staff to ensure that membership fees for the upcoming year are collected at the AGM;

- (v) Liaises with the Society's General Manager or SPFAS Staff to ensure that the necessary documentation required to apply for any grants that may be available to the Society are prepared and submitted before the applicable deadlines;
 - (vi) Is a member of the Executive Committee; and
 - (vii) Carries out other duties assigned by the Board.
- (d) The Secretary:
- (i) Attends all meetings of the Society, the Board and the Executive Committee;
 - (ii) Liaises with the Society's General Manager or SPFAS Staff to ensure that accurate minutes of said meetings are kept;
 - (iii) Liaises with the Society's General Manager or SPFAS Staff to ensure that Members and SPFAS Directors receive notice of all meetings as required by the Bylaws;
 - (iv) Liaises with the Society's General Manager or SPFAS Staff to ensure that a record of names and addresses of all Members is kept;
 - (viii) Liaises with the Society's General Manager or SPFAS Staff to ensure that on or before the 15th of February of every year, the annual return documentation required by the Act is submitted to Alberta Agriculture and Forestry;
 - (vi) Carries out other duties assigned by the Board.
- (e) The Past President:
- (i) Attends all meetings of the Society, the Board and the Executive Committee;
 - (ii) Supports the current President;
 - (iii) Assists with Board recruitment;
 - (iv) May assist with Board Training;
 - (v) May chair special events;
 - (vi) Provides historical continuity about the Board's activities; and
 - (ix) Serves for one year immediately following his/her term as President.

19. MEETINGS OF THE BOARD

- (a) After the conclusion of each AGM, the first meeting of the newly-elected Board shall be held and Officers shall be elected from the Board's own number.
- (b) The Board shall meet no less than once every 3 months.
- (c) Meetings can be held in person, by telephone, virtually, or in a combination of any of those modes.
- (d) Each SPFAS Director shall receive at least two weeks' notice of all regular meetings of the Board.
- (e) The President shall call an emergency meeting of the Board on the written request of a majority of the SPFAS Directors or if the President considers it to be necessary.
- (f) Each SPFAS Director shall receive 24 hours' notice of an emergency meeting,
 - (i) Stating the time and place and method at which the meeting is to be held, and;
 - (ii) Stating, in general terms, the nature of the business to be conducted at the meeting.
- (g) A meeting is be deemed to be an emergency meeting if there is an urgent matter that must be resolved before the next regular scheduled meeting.
- (h) Notwithstanding subsection 19(f), an emergency meeting is deemed to have been properly called if all SPFAS Directors are present.

20. PROCEEDINGS AT BOARD MEETINGS

- (a) The President may vote on any question, but having done so, the President does not have a casting vote in the event of a tie. All other SPFAS Directors have one vote unless there is a conflict of interest.
- (b) If there is not a majority in favour of a motion, the motion fails.
- (c) Minutes shall be taken at each meeting and approved by motion of the Board at the following meeting.

21. COMMITTEES OF THE BOARD

- (a) Standing or ad hoc committees may be established or dismantled established by the Board.
- (b) Each committee shall be chaired by at least one SPFAS Director who will act as the liaison to the Board.
- (c) 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.
- (d) 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.

22. CONFLICTS OF INTEREST

- (a) For the purposes of this section, "conflict of interest" refers to a situation in which private interests or personal considerations may affect a Director's ability to act in the best interests of the Society.
- (b) The Directors shall act in the best interests of the Society and shall at no time, intentionally or otherwise, in any manner, seek to influence a decision made or to be made by or on behalf of the Society, or otherwise place themselves in a position where their own interests are in conflict with those of the Society.
- (c) In the event that a Director or any member of his/her immediate family discovers or can reasonably be expected to discover that he/she:
 - (i) has any direct or indirect financial interest in any matter that comes before the Board or any committee thereof;
 - (ii) is a party to a material contract or proposed material contract that comes before the Board or any committee thereof; or,
 - (iii) has a material interest in any person, corporation, partnership or other organization or entity which is a party to a material contract or proposed material contract that comes before the Board or any committee thereof,

a conflict of interest shall be deemed to have arisen and such Director ("the Conflicted Director") shall immediately disclose to the President the existence and nature of such conflict of interest.

- (d) A Conflicted Director who has disclosed a conflict of interest shall not be present for, or otherwise participate in, any discussions, decisions or votes regarding the matter which forms the subject of the conflict of interest.
- (e) For the purposes of determining quorum, a Conflicted Director who absents him/herself from a vote regarding the matter which forms the subject of the conflict of interest shall be deemed to have continued his/her presence if a majority of the members of the Board or committee thereof are present at the time of such vote.
- (f) For the purpose of this section, the term "conflict of interest" shall include a perceived conflict of interest, a potential conflict of interest and an actual conflict of interest, which are defined as follows:
 - (i) a perceived conflict of interest occurs when there is a perception formed by a reasonable, informed third party that a conflict of interest exists;
 - (ii) a potential conflict of interest occurs when a Director has knowledge that the performance of a duty or function or the exercise of a power may result in a direct or indirect personal gain, including a gain in favour of a related person, but has not yet performed the duty or function, or exercised the power; and
 - (iii) an actual conflict of interest occurs when a Director performs a duty or function or exercises a power with the knowledge that there may be a direct or indirect personal gain, including a gain in favour of a related person.
- (g) For the purpose of this section,
 - (i) "immediate family member" includes:
 - (A) the Director's spouse or common-law partner;
 - (B) the Director's father and mother and the spouse or common-law partner of the Director's father or mother;
 - (C) the Director's children and the children of the Director's spouse or common-law partner;
 - (D) the Director's grandchildren;
 - (E) the Director's siblings;

- (F) the Director's grandparents:
 - (G) the father and mother of the spouse or common-law partner of the Director and the spouse or common-law partner of the father or mother; and
 - (H) any relative of the Director who resides permanently with the Director or with whom the Director permanently resides;
- (ii) "common-law partner" means a person who has been cohabiting with an individual in a conjugal relationship for at least 1 year; and
 - (iii) "related person" means a corporation, organization or other entity which a Director owns or controls, an employee of such a corporation, organization or other entity, or an "affiliate", as that term is defined in the Business Corporations Act, R.S.A. 2000, c.B-9.
- (g) In the event that a Director acts in violation of this section, the Board shall immediately declare such Director's office vacant.

23. SOCIETY FUNDS

- (a) 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.
- (b) The funds shall be deposited to the credit of the Society in a chartered bank or other institution as directed by the Board.
- (c) The investment of Society funds must be done in accordance with the Trustee Act, RSA 1980, c T-10.
- (d) SPFAS Directors act for and on behalf of the Society and all grants and other funds of the Society shall be received and expended under their authority and discretion.
- (e) Cheques of the Society shall be signed by any 2 of the following individuals, referred to as the "Signing Authorities": the President, 1st Vice President, 2nd Vice President, Treasurer and/or the General Manager of the Society.
- (f) In the case of cheques in an amount greater than \$50,000, at least one of the Signing Authorities shall be the President or the Treasurer.

24. BORROWING BY THE SOCIETY

- (a) The Society may for the purpose of carrying out its objects or for capital purposes, from time to time, borrow money, subject to the approval of the Board and of Rocky View County.
- (b) The Board may not borrow more than \$500,000 without the authorization of the Members.

25. EXECUTION OF DOCUMENTS

All contracts, financial and legal documents required to be executed by the Society must be signed by the Officers of the Society, or other SPFAS Directors as authorized to do so by motion of the Board.

26. INSURANCE

- (a) The Society shall at all times maintain fidelity and/or theft insurance against loss or damage caused by employees, Officers, and Directors.
- (b) 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.
- (c) In this section “theft insurance”, “fidelity insurance”, and “general liability insurance” have the meaning given to them by the Classes of Insurance Regulation (AR 144/2011)
- (d) The Society shall at all times maintain Directors and Officers liability insurance.
- (e) No Member, in their individual capacity, is liable for any debt or liability of the Society.

27. DISSOLUTION OF THE SOCIETY

- (a) The dissolution of the Society can only take place through Special Resolution and shall proceed in accordance with the relevant provisions of the Act.

28. FISCAL YEAR

The fiscal year of the Society is the year beginning on the 1st day of July and ending on the following 30th day of June.

29. AUDIT

- (a) The Directors shall appoint an auditor of the Society at the AGM, who shall hold office from year to year and may be replaced by resolution of the Board or by Members at the AGM.
- (b) No Director shall be appointed auditor during his/her term as Director.
- (c) The accounts of the Society shall be audited annually by the auditor in advance of the AGM and the audited statement of the financial affairs of the Society shall be presented at the AGM.

30. AMENDMENTS TO BYLAWS

- (a) At the AGM or at a Special General Meeting called for that purpose, the Members may make, alter and/or repeal Bylaws for the general management of the Society.
- (b) Two (2) signed copies of the approved amended Bylaws shall be sent to the Agricultural Societies Program, Alberta Agriculture and Forestry for approval and acceptance.
- (c) New or amended Bylaws shall not be valid until approved by the Director.

31. ALL OTHER MATTERS

In the event that these Bylaws do not adequately cover any situation or item of concern to the SPFAS Directors or Members, reference shall be made to the Act which shall be the supreme authority by which the actions and activities of the Society are managed and controlled. Acknowledgement of Bylaws These Bylaws were approved by motion at the Annual General Meeting of the Society in the community of Springbank, in Rocky View County, in the Province of Alberta this 27th day of September, 2021.

President: Lisa Skelton

Signature: _____

Vice-President: Frank Walsh

Signature: _____

Director: _____

Signature: _____

Director: _____

Signature: _____

Date Bylaws last Reviewed with no amendments or changes:

Appendix 1

SPFAS Board Code of Conduct

Purpose: To provide SPFAS Directors with the principles and policies that will guide them in their efforts to provide leadership and direction to the Society.

Definitions: This Policy should be read in conjunction with the Bylaws to which it is appended and all definitions contained in those Bylaws apply accordingly. Principles and Practices:

1. SPFAS Directors, the SPFAS General Manager and SPFAS Staff, in all of their activities, shall be guided by a consideration of the best interests of the Society.
2. SPFAS Directors and SPFAS Staff shall be committed to the Society's Objects, be familiar with the various policies of the Society, and at all times be compliant therewith.
3. The Society expects SPFAS Directors and SPFAS Staff to conduct themselves in an ethical and business-like manner when dealing with their fellow Society colleagues, with outside entities or individuals, and with Members and visitors, and to always promote the principles of fairness, high ethical standards and clear and respectful communication.
4. SPFAS Directors shall treat as confidential any information obtained in the course of their work as directors which pertains to the Society, its Members or to SPFAS Staff.
5. Individual SPFAS Directors do not have the authority to speak for the Society when they interact with SPFAS Staff, the public, the press and other entities unless granted this authority by the Board.
6. The Board, the SPFAS General Manager and SPFAS Staff will work together to proactively ensure that both operating activities and capital plans reflect the intent to provide the services contemplated in the Society's Objects for today as well as for the future.
7. The Board, the SPFAS General Manager and SPFAS Staff will work together to effectively, economically and efficient manage available funds in a manner that features balanced annual operating and capital budgets, the retention of

cash flow liquidity for day-to-day operations, and minimal reliance on interim and/or long-term borrowings to finance operating costs and capital projects.

8. SPFAS Directors and SPFAS Staff shall not accept gratuities or other forms of reward from any User Group, Affiliated Group, sponsor or other contributor.
9. SPFAS Directors and SPFAS Staff must not participate in draws or ticket sales where the proceeds raised are to be applied for the benefit of the Society.

Signature of Director/Staff: _____

Name and position of Director/Staff: _____

Date: _____