

Revised January 1972
Revised January 2001
Revised January 2008
Revised January 2011
Revised May 2017

**CONSTITUTION AND BY-LAWS
OF THE
NIAGARA REGIONAL AGRICULTURAL SOCIETY**

ARTICLE 1 – NAME AND HEAD OFFICE

The name of the society shall be “Niagara Regional Agricultural Society” henceforth know herein as the “Society”. The location of the headquarters is at 1100 Niagara St. N, Welland Ontario L3C1M6.

ARTICLE II - AUTHORITY

The Society is organized under the authority of the Agricultural and Horticultural Organizations Act RSO (1990) of the Province of Ontario and all articles of this document shall be read to conform to said act.

ARTICLE III - PURPOSES

The purposes of the Society shall be as follows:

1. To promote a better understanding between rural and urban communities.
2. To encourage interest in, promote improvements in, and advance the standards of agriculture, domestic industry, and rural life by:
 - a) Surveying and studying the agricultural and living conditions and by doing such acts as may assist in solving the rural economic and social problems of the district surrounding the headquarters of the Society;
 - b) Organizing and holding agricultural demonstrations and awarding premiums thereat;
 - c) holding public meetings and demonstrations for the purpose of discussing agricultural problems;
 - d) Taking action to eradicate poisonous and noxious insects, weeds, animal parasites and diseases;
 - e) Encouraging and promoting reforestation and rural beautification;
 - f) Encouraging young people to become interested in and adopt better agricultural and domestic practices and for such purposes to hold competitions.
3. The Society shall not expend any of its funds in any manner inconsistent with the purposes set out above.

ARTICLE IV –OPERATIONS

1. The Society shall be carried on without purpose of gain for its members, and any profits or other assets of the Society shall be used solely to promote its objectives.

ARTICLE V - MEMBERSHIPS

1. Every person shall be entitled to become a member of the Society, either Junior or Senior. Junior memberships shall be limited to 18 years of age and under. Every Board member will be on a minimum of one committee.
2. There shall be an annual Senior Membership Fee as determined by the Board of Directors that will be no less than \$1.00, as required by the Agricultural Societies Act. You must be a member on a committee for one year before your name appears in the Fair Book and you must be a member for one entire year before having voting privileges.
3. A member shall be entitled to participate in the activities of the Society as defined by the Board of Directors each year. Every person who was a Senior Member of the Society during the previous year and who has paid a Senior Membership fee for the current year and who has attained the age of 19 years, shall be entitled to vote at the Annual General Meeting or Special Meetings. Annual memberships can be purchased from the date of the Annual General Meeting until the first day of the fair. If there is no fair held in a particular year, annual memberships may be purchased until the first day of the fair as if it were to be held.
4. A member is to be distinguished from an exhibitor. An exhibitor shall follow the rules and regulations as published in the annual prize list for the fair. This would take effect for the 2018 year. The exemption for this would be for the 4-H Clubs/Exhibitors.

ARTICLE VI - DIRECTORS

1. The directors of the Society shall consist of 12 Senior Directors and 4 Junior Directors. Junior Directors shall be up to the age of 19 and have NO voting privileges. The Senior Directors shall be composed of 4-3 year term directors; 4-2year term directors; 4-1 year term directors.

The 12 Senior Directors, along with 4 Junior Directors shall constitute the Board of Directors.

A maximum of two from a household shall be nominated for Senior Directorship. Only a senior member who has a membership for the previous year and current year in addition to being an active exhibitor or an active committee member may be nominated for a Directorship. Other members of the household are welcome to serve on committees.

2. Directors shall be eligible for re-election at the end of their term of office. Ballots for more or less than the exact number of Directors shall not be counted. Junior Directors shall hold office for a term of one year at a time and shall be eligible for re-election at the end of each term until attaining the age of 19 years.

3. In the event of a vacancy occurring on the Board by death or resignation of any Officer or Director, or otherwise, the remaining members of the Board shall have power to appoint any member of the Society to fill such a vacancy, providing that when three (3) or more vacancies occur at the same time, a special general meeting of the Society may be called and Directors elected to fill the vacancies'. These appointments should coincide with Article IV and also be in good standing with attendance at the Board of Directors meetings.

4. The Directors shall elect, from among themselves, at a meeting to be held immediately following the Annual Meeting, a President, 1st Vice President, and 2nd Vice President. The President may serve two Years, but the Vice-Presidents shall be elected annually, provided that they are Directors. The nominations and elections of officers shall be by secret ballot. To be elected, the winning nominee must have at least 50% of the votes, plus one. In case the nominee with the greatest number of votes does not receive 50% plus one, there shall be another vote, omitting the name of the nominee with the least number of votes.

5. The Directors, and the President, 1st Vice President and 2nd Vice President shall constitute the Board of Directors. The Secretary and Treasurer are non-paid positions and shall be on the Board of Directors in a voting capacity. The President shall be non-voting, except in a tie-breaking situation.

6. The Board of Directors shall have power to act for and on behalf of the Society in all matters – subject to the Constitution and By-Laws of the Society.

7. Only the Executive Directors of the Society shall have authority to spend funds of the Society up to a Maximum of \$500.00 for supplies/everyday expenses, including but not limited to cash or credit transactions. The Board of Directors must approve transactions exceeding \$500.00. Emergencies needing to be looked after immediately shall be approved by the President and/or the First Vice President. Petty cash shall be available to act as a float when needed.

8. The President shall preside at all meetings of the Society and the Board of Directors and shall be exofficio of all committees. In his/her absence, the 1st Vice President shall act and, in the absence of the President and 1st Vice President, the 2nd Vice President shall act.

9. The Secretary shall attend all Board of Director meetings of the Society, keeping proper minutes of the proceeding thereat and conducting all correspondence. He/she shall be the custodian of the Seal of the Society.

10. All Board of Directors of the Society must have a Police Check that will be paid for by the Society; submitted to the Board; and if clean, will be approved by the Board.

11. There shall be NO proxy votes.

ARTICLE VII – OFFICERS

1. The Secretary shall act as Secretary for both the Board of Directors and the Society.

2. The Treasurer and Secretary-of the Society, before entering upon the duties of his/her office, shall give bond for the faithful performance of his/her duties and especially for the due accounting for and paying over all monies which come into his/her hands. The Society shall pay for the bond.

3. It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by the Treasurer and Secretary and to report there-on to the Society and, where the same Treasurer Secretary for any Society is re-appointed from year to year, his/her reappointment, shall not be considered as a new term of office, but as a continuation of the former appointment, and any security given to the Society for faithful performance of his/her duties under such re-appointment shall continue valid as against the parties thereto.

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

ARTICLE VIII - MEETINGS OF THE SOCIETY

1. Annual Meeting

(a) The Annual Meeting of the Society shall be held on the third Sunday of January, unless such time and date shall be changed by the Board of Directors.

(b) Fifteen (15) members shall constitute a quorum at the Annual Meeting or any General Meeting.

(c) At least two (2) weeks notice of every Annual Meeting shall be given by publication of a notice of such meeting in at least one newspaper having a general circulation in the municipality in which the headquarters of the Society is situated and by mailing notices of such meeting to every member of the Society at the address furnished to the Secretary.

(d) The Board shall present a report of the activities and accomplishments of the Society since the last Annual Meeting and a detailed statement of the receipts and expenditures since the last Annual meeting and a statement of the assets and liabilities of the Society, certified by the Auditors, in the form prescribed by the Minister of Agriculture; and

(e) The Directors shall be elected by ballot in the manner provided in Article V, Junior Directors and Auditors shall be elected or appointed.

2. Special General Meeting

On the petition of 30 Members of the Society, the Secretary, and in his absence, the President, or the 1st Vice-President, shall call a Special General Meeting for the transaction of the business mentioned in the petition and the meeting shall be advertised in the manner prescribed in Article VIII, 1. (c) And the advertisement shall state the nature of the business to be transacted.

3. Director's Meetings

(a) A meeting of the Board of Directors shall be called by the Secretary upon the direction of the President, or in their absence, the 1st Vice President, or in their absence, the 2nd Vice President, or by any three (3) members of the Board at least seven (7) days prior to the time fixed for a regular meeting, and 24 hours prior to the time fixed for a Special Meeting, providing that a meeting of the Board shall be held immediately following any Annual, Regular, or Special Meeting of the Society without notice.

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

ARTICLE IX - FISCAL YEAR

The fiscal year of the Society shall be December 1st of one year to November 30th of the following year.

ARTICLE X - CHANGE IN CONSTITUTION, BY-LAWS

1. Changes in the Constitution shall be reviewed yearly by the Constitution Committee starting in October in order to have changes ready in a timely fashion for the January Annual General Meeting. The constitution shall be made available two weeks prior to the Annual General Meeting for the membership to review. Constitution must be reviewed by the Board of Directors and approved before being reviewed by the membership. Membership must approve the constitution by voting with a majority ballot.
2. Changes in the By-laws may be changed by the Board of Directors with a majority ballot at a Board meeting.

ARTICLE XI - TERMINATION

Termination of a volunteer as a Senior Director, Junior Director, Chairperson, Committee Member, Society Member or employee may take a number of forms: voluntary resignation, retirement or dismissal.

1. *Voluntary resignation* occurs when the volunteer, for any reason, leaves the service of the Society by his/her own volition.
2. *Volunteer retirement* is much the same as voluntary resignation but implies that the volunteer has been with the Society for an extended period of time and will no longer be offering his/her services as a volunteer at the Society.
3. *Dismissal* of a volunteer or any other person named at the beginning of Article V may be dismissed by the Executive Directors who have, upon proof of infractions, the authority to dismiss said person for any of the following reasons:
 - a) Failing to comply with the established Constitution and By-laws of the Society.
 - a) Attendance on the Society property in a state of intoxication or in a similar condition due to the use of drugs;
 - b) to be charged by legal authorities after investigation and review of files, duties, and overall performance related to the misappropriation of Society funds and operation whenever and however mishap is discovered being either in the past or present while either in or out of a position of responsibility and trust and having violated any part of the Constitution and By-Laws of the Society.
 - d) Any volunteer or person named at the beginning of Article V that has brought negative attention to the Society, as a result of, but not limited to:
 - (i) Attention through media and/or other social networking,
 - (ii) Through personal verbal/written allegations,
 - (iii) Through the misuse of the telephone, emails, texting, social media, etc.

(iv) Being a poor representative of the society on or off the property;

e) Any dismissal will involve immediate removal of the individual from any position and/or duty and from taking part in any Society function on or off of property owned by the Society and refrain from having any contact (personal or related) with remaining Directors, staff and members;

f) Dismissed person will return ALL of the Society property including, but not limited to, funds, keys, computer equipment/drives, documents etc.

g) Volunteers and/or those listed at beginning of Article V will be informed of the reason for their disciplinary action being taken and notice can be given in verbal or written form.

h) Should a member/Director/staff be dismissed/terminated from the Society, they are effectively banned from running for election on the Board for a minimum of 5 Years. At that time, they may apply to join the Society as a member and after one year in good standing, their membership will be reviewed by the Board of Directors. It will be the Boards decision if this member shall be allowed to become a Board member and eventually hold office.

Signed this date _____, _____ at _____.

President: _____ Witness: _____

Secretary: _____ Witness: _____

