

COUNTRY HERITAGE AGRICULTURAL SOCIETY

The Society is a not-for-profit, charitable organization, incorporated under the authority of the Agricultural and Horticultural Organizations Act of Ontario on the 23rd of July, 2007.

BY-LAWS

These by-laws replace all previous by-laws relating to the transactions of the business and affairs of Country Heritage Agricultural Society.

Effective April 19, 2017

(Replaces April 29, 2015; April 11, 2012)

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COUNTRY HERITAGE AGRICULTURAL SOCIETY BY-LAWS

1.0 NAME

The name of the society shall be COUNTRY HERITAGE AGRICULTURAL SOCIETY henceforth known as the Society.

2.0 AUTHORITY

The Society is organized as a not-for-profit charitable organization under the authority of the Agricultural and Horticultural Organizations Act of Ontario, the Canada Revenue Agency Act, the Charities Accounting Act, and the Corporations Act (the "Acts") and all By-Laws of this document shall be read to conform with the Acts.

3.0 PROPERTY

The Society owns the property of Country Heritage Park, in the Town of Milton, Ontario, its buildings, assets and the collection of artifacts previously owned by The Ontario Government and Country Heritage Experience Inc.

4.0 OBJECTIVES

- 4.1 The Society shall preserve the history of rural life and food production in Ontario and showcase its evolution (past, present and future) through public events and education programs at Country Heritage Park.
- 4.2 The Society shall follow the general purposes of an Agricultural Society as are stated in the Agricultural and Horticultural Organizations Act.

5.0 HEAD OFFICE

The Head Office of the Society shall be located at Country Heritage Park, in the Town of Milton in the Province of Ontario.

6.0 MEMBERSHIP

- 6.1 Membership in the Society is open to all, but no person under the age of 18 years is eligible to vote at meetings of the Society.
- 6.2 A firm or an incorporated company may become a member, but only one representative of such firm or company will be entitled to vote at any meeting of the Society.
- 6.3 There shall be annual membership fees as determined from time to time by the Board of Directors and approved by the members at the Annual General Meeting. Failure to pay the fee by the due date as determined by the Board shall result in termination of membership.
- 6.4 Membership shall be from January 1 to December 31 in a given year.
- 6.5 Members shall be entitled to participate in such activities of the Society as determined by the Board of Directors each year.
- 6.6 The Society shall have Family and Individual memberships (both renewable annually). A Family membership may include two (2) voting members at any Annual or other General Meeting of the Society in accordance with 6.1 eligibility.

- 6.7 Individual and Lifetime memberships in the Society are not transferable and automatically terminate upon death.
- 6.8 Lifetime memberships have been granted to the founding members of the Country Heritage Agricultural Society who signed for the articles of incorporation. Lifetime members have voting privileges.

7.0 BOARD OF DIRECTORS

- 7.1 The Board of Directors shall consist of twelve (12) elected Directors. If the immediate Past President is not an elected Director, he/she may be appointed by the Board as an *ex officio* Director. When changes to the Board size are mandated, the Board will allow sufficient time to ensure an orderly transition.
- 7.2 The Board of Directors may at its discretion create a maximum of 3 *ex officio* Director position(s), which shall be non-voting.
- 7.3 At the Annual General Meeting, the membership shall elect from among themselves three (3) Directors for a term of four (4) years.
 - 7.3.1 The Nominating Committee shall forward a list of candidates for the positions of Directors to the Secretary three (3) weeks in advance of the Annual General Meeting.
 - 7.3.2 Members may nominate a candidate for a position on the Board by sending their nomination to the Secretary three (3) weeks in advance of the Annual General Meeting.
 - 7.3.3 All candidates must either be present at the election or have indicated their acceptance as a candidate in writing.
 - 7.3.4 Directors and *ex-officio* Directors must be members of the Society at the time of their election or appointment.
 - 7.3.5 Directors must be able to interact with CHAS Board and committee business electronically (email, virtual meetings).
- 7.4 Directors shall be eligible for re-election at the end of the four-year term, but Directors may only serve two (2) consecutive four-year terms.
- 7.5 In the event of a vacancy occurring on the Board by the death or resignation of any Officer, Director or otherwise, the remaining members of the Board may appoint at the next Board Meeting any member of the Society to fill such vacancy for the remainder of the existing term. Unless four or more vacancies occur at the same time, in which case a special general meeting of the Society shall be called and Directors shall be elected to fill the vacancies, a position may be left vacant until the next Annual General meeting at which time a Director(s) shall be elected by the members to serve the remainder of the existing term.
- 7.6 Where a Director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he/she shall disclose his/her interest at a Board Meeting and shall not attend nor take part in the consideration or discussion of, or vote on, any question with respect to the matter.
- 7.7 The Board of Directors shall have power to act for and on behalf of the Society in all matters. In addition to other specific duties and powers assigned elsewhere in these By-laws, the Board shall:
 - a) be responsible for the management of the affairs of the Society;
 - b) take the initiative in preparing general policies and actions for consideration by the membership;

- c) put into effect all policies and actions approved by the membership;
 - d) have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership.
- 7.8 Any Director deemed to be delinquent in his/her duties by failure to attend four (4) consecutive Board meetings or failure to carry out specific duties assigned by the Board, may be removed from the Board of Directors by resolution passed by at least two-thirds (2/3) majority vote of the Directors following written notification to the delinquent Director. The delinquent Director shall be allowed an opportunity to defend their actions before the vote is taken.
- 7.9 Indemnities to Directors and Others
- For the Protection of Directors and Officers, except as otherwise provided in the Acts, and except to the extent due to the Director or Officer's own willful neglect or default, no Director or Officer of the Society shall be liable for:
- 7.9.1 the acts, receipts, neglects or defaults of any other Director or Officer or employee;
 - 7.9.2 any loss, damage, or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society, or for or on behalf of the Society;
 - 7.9.3 the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested;
 - 7.9.4 any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom any moneys, securities or effects shall be lodged or deposited;
 - 7.9.5 any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society;
 - 7.9.6 for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer=s respective office or trust, or in relation thereto.
 - 7.9.7 To the extent permitted by law, every Director or Officer of the Society shall from time to time and at all times, except where the liability relates to a failure to act honestly and in good faith with a view to the best interests of the Society, be indemnified and saved harmless out of the funds of the Society, from and against:
 - 7.9.8 all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
 - 7.9.9 all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.
 - 7.9.10 The Society shall also indemnify any Director or Officer of the Society in such other circumstances as the Acts or laws permit or require. Nothing

in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from provisions of these By-laws to the extent permitted by Act or law.

- 7.10 Record Keeping
It is the responsibility of the Board of Directors of the Society to ensure that the following documents and records are maintained and kept in safe custody:
- 7.10.1 Deeds, title papers and other documents relating to the Society's property;
 - 7.10.2 At least one copy of Minutes of proceedings, resolutions, and By-laws of the Society;
 - 7.10.3 Books and records of the Society;
 - 7.10.4 Directors Handbook.
- 7.11 Within thirty (30) days of retirement or resignation from the Board, Directors are required to return all documents pertaining to board or committee business, including financial records, to the Society through the Board President or Secretary.
- 7.12 Employees of the Society may become members but are not entitled to be elected to the Board of Directors of the Society.

8.0 OFFICERS

- 8.1 At the first meeting of the Board of Directors following the election of Director(s), the Directors shall elect from among themselves a President and a Vice-President.
- 8.2 At the first meeting of the Board of Directors following the Annual Meeting, the Board, from among themselves or otherwise, shall elect or appoint a Secretary who shall remain in office during the pleasure of the Board. The Secretary, acting under the control and with the approval of the Board, shall keep an accurate account of the proceedings of the Board and all meetings.
- 8.3 At the first meeting of the Board of Directors following the Annual Meeting, the Board from among themselves or otherwise shall elect or appoint a Treasurer who shall remain in office during the pleasure of the Board. The Treasurer, acting under the control and with the approval of the Board, shall keep an accurate account of all monies received and dispersed by the Society.
- 8.4 The positions of Secretary and Treasurer could be held by the same person if so determined by the Board.
- 8.5 The Secretary and/or Treasurer may be Officers of the Society if they are members of the Society and receive no financial remuneration for serving in these positions.
- 8.6 Duties of Officers:
- 8.6.1 President:
 - a) The President shall, when present, act as a Chairperson and preside at all meetings of the members of the Society and of the Board of Directors
 - b) The President shall oversee the operations of the Society
 - c) If the President is unable to act, the duties must be taken over by the Vice-President or another Board Member appointed by the Board.
 - 8.6.2 Vice-President:
 - a) During the absence or inability of the President, his/her duties and powers shall be exercised by the Vice-President. The Vice President shall also

perform such other duties as are from time to time prescribed by the President or the Board.

8.6.3 Past President:

- a) The Past President shall provide information from past discussions and decisions, provide support and input into current decisions, and perform other duties as are from time to time prescribed by the Board of Directors.

8.6.4 Secretary:

- a) The Secretary shall, whenever possible, attend all meetings of the Society;
- b) Keep complete and accurate minutes thereof;
- c) Conduct the correspondence of the Society;
- d) Keep a list of all the current members;
- e) Keep records of:
 - a. All business transactions;
 - b. All resolutions passed;
 - c. All amendments to the By-Laws and Directors Handbook;
 - d. All reports of committees that may, from time to time, be appointed, and;
 - e. All annual statements and auditors' reports.
- f) The Secretary may, on occasion, be asked to serve as an alternate to the Treasurer in their absence.

8.6.5 Treasurer:

- a) The Treasurer shall, whenever possible, attend all meetings of the Society;
- b) Issue tax receipts for all charitable donations to the Society;
- c) Receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank and/or credit union as the Society may by resolution direct;
- d) Keep the securities of the Society in safe custody;
- e) Keep proper books of account including all receipts and expenditures of the Society;
- f) Prepare the annual financial statements of the Society;
- g) Prepare reports showing the financial position of the Society for each Board Meeting;
- h) Pay all approved bills;
- i) Prepare annually, in co-operation with the Finance and Fundraising Committee, a financial plan for consideration by the Board;
- j) File annually with Canada Revenue Agency all documents necessary to maintain the Society's status as a charitable organization.
- k) The Treasurer may, on occasion, be asked to serve as an alternate to the Secretary in their absence.

9.0 MEETINGS OF THE SOCIETY

9.1 Proxies are not permitted at any Meetings of the Society.

9.2 Voting procedures for Members' and Directors' meetings:

9.2.1 voting will be by a show of hands unless a poll is demanded.

9.2.2 a simple majority of the members present will pass a motion unless otherwise required by the Acts or Robert's Rules of Order.

9.2.3 all members 18 or over are eligible to vote.

- 9.2.4 all members are entitled to one vote.
- 9.3 Annual General Meeting
 - 9.3.1 The Annual General Meeting of the Society shall be held within four (4) months of the end of the fiscal year on a date determined by the Board of Directors.
 - 9.3.2 At least two (2) weeks' notice of every Annual General Meeting shall be given by mailing, including electronic mailing where feasible, to each member of the organization and,
 - a) by publishing it in a newspaper generally circulated in the area of the headquarters of the organization; or
 - b) by publishing it in a periodical that is generally circulated in the agricultural or horticultural community, as appropriate.
 - 9.3.3 No error or omission in giving such notice for a meeting of the Society shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.
 - 9.3.4 A quorum at the Annual General Meeting shall be twenty-five (25) members of the Society present in person.
 - 9.3.5 At the Annual General Meeting:
 - a) The Board shall present a report for the past fiscal year of:
 - i) the activities and accomplishments of the Society;
 - ii) a detailed statement of the finances, including a report of the auditor(s) thereon.
 - b) The Directors, shall be elected.
 - c) The appointed auditor(s) or firm of auditors shall be a professional accountant licensed to practice public accounting.
 - d) The Secretary shall make available a list of those members eligible to vote and hold offices as determined in Article 6.0
- 9.4 General Meetings

The Board may from time to time call a General Meeting, but on the petition of ten (10) percent of the members of the Society, the Board shall call a General Meeting to address the business mentioned in the petition. The meeting shall be advertised as per 9.3.2.

 - 9.4.1 A quorum for a General Meeting shall be twenty-five (25) members of the Society.
 - 9.4.2 The agenda for the General Meeting shall be limited to the item(s) specified in the call for the meeting.

10.0 MEETINGS OF THE BOARD OF DIRECTORS

Directors Meetings

A meeting of the Board shall be called by the Secretary upon the direction of the President, or in the absence of the President, the Vice-President, or by any three (3) members of the Board, by notifying all members of the Board at least seven (7) days prior to the time fixed for such meeting.

- 10.1 Seven (7) elected members of the Board present in person or by teleconference shall constitute a quorum.
- 10.2 At any Board meeting, only the elected Directors are eligible to vote.
- 10.3 The Board will hold a minimum of two (2) meetings each year.

11.0 COMMITTEES

- 11.1 The Executive and Human Resources Committee shall consist of the President, Vice-President, and two current Directors-at-Large elected by the Directors.
- 11.2 Standing Committees
There shall be the following Standing Committees, the duties, responsibilities, and membership of which are described in the Directors Handbook. The Chair and members of each of these committees will be appointed by the Board annually. When not identified as a member of the committee, the President shall be an ex-officio member of all standing committees.
- 11.2.1 Executive and Human Resources
 - 11.2.2 Constitutional Review and Nominations
 - 11.2.3 Finance and Fundraising
 - 11.2.4 Membership
 - 11.2.5 Asset Management (refers to the physical properties of the park)
 - 11.2.6 Education
- From time to time, by resolution, the Board may combine the work of Standing Committees and/or permit any Standing Committee to be inactive.
- 11.3 Ad Hoc Committees
There may be such Ad Hoc Committees as the Board or the Executive Committee may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon the delivery of its report, or the completion of the assigned task(s), or by resolution to that effect by the Board.

12.0 FINANCES OF THE SOCIETY

- 12.1 The fiscal year of the Society shall be from January 1 to December 31.
- 12.2 Financial transactions and record keeping shall be in accordance with the Society's status as a charitable organization and shall comply with Canada Revenue Agency regulations pertaining to charitable organizations.
- 12.3 A report of financial transactions, including all monies received and disbursements made by the Treasurer on behalf of the Society, shall be reviewed monthly by the Chief Executive Officer, with copies to the Board President.
- 12.4 The financial records of the Society shall be reviewed annually by a professional accountant licensed to practice public accounting and appointed at the Annual General Meeting.
- 12.5 No Director or member of the Society, except the Secretary, Treasurer, Secretary/Treasurer, shall receive any remuneration for carrying out his duties as a Director or member. However, traveling and living expenses may be allowed any Officer, Director or member while engaged in duties on behalf of the Society, and the Board may fix such remuneration and traveling and living expenses which shall be payable out of the funds of the Society.

13.0 BY-LAW AMENDMENTS, REPEAL AND EFFECT

- 13.1 These By-Laws may be amended or repealed by the Board of Directors, provided such change is approved by the members at an Annual or other General Meeting

of the Society with two (2) weeks' notice of the change(s) provided in writing, by mail or electronic means where feasible, to the members.

13.2 All regulations as set forth in the Agricultural and Horticultural Organizations Act, or as it may be revised from time to time, shall become part of these By-Laws.

14.0 RULES OF ORDER

Robert's Rules of Order shall govern the Society on all matters not covered by the By-Laws.

15.0 DISSOLUTION OF THE SOCIETY

The Dissolution of the Society shall be in accordance with all Acts and Agreements previously signed by Country Heritage Agricultural Society, Country Heritage Experience Inc., Country Heritage Park, the Town of Milton, and the Ontario Government.

SIGNED on behalf of

COUNTRY HERITAGE AGRICULTURAL SOCIETY

President Date _____

Vice-President Date _____