

Nechako Valley Exhibition Society
Certificate of Incorporation No. S8725
Constitution & Bylaws

Bylaws

Article I – MEMBERSHIP

1. All persons over the age of eighteen (18) are eligible for membership in the Society.
2. Membership is determined by the payment of an annual fee. This fee is due and payable prior to the Annual General Meeting (AGM) in each new year. New members joining within two (2) months of an AGM will be granted membership status until the beginning of the AGM in the subsequent year.
3. Members in good standing have the right to be present at any general meeting of the Society and to participate in discussions and voting.
4. A member will cease to be in good standing if his/her dues are not paid within sixty (60) days of the dues date or if he/she is suspended or expelled by the Executive. Persons renewing their membership between sixty (60) and three hundred thirty-five (335) days following the AGM will be immediately reinstated with all membership rights.
5. For new members, privileges of memberships come into effect thirty (30) days after the receipt of the membership fee.
6. A member may resign from the Society by so informing any member of the Executive.
7. Membership in the Society is required for a person(s) to serve on committees, organize events, or obtain an arena rider membership.
8. The Society must keep a written Register of Membership with the following particulars of each member:
 - a. The full name and address
 - b. The date on which the person is admitted as a member
 - c. The date on which a person ceases to be a member
 - d. Contact information in keeping with current methods of communication, i.e. phone, cell phone, e-mail, or other forms of social networking

Nechako Valley Exhibition Society
Certificate of Incorporation No. S8725
Constitution & Bylaws

Article II – BOARD OF DIRECTORS

1. The Board of Directors will consist of up to fifteen (15) directors. Ten (10) of the Society's directors will be elected from the membership to fill the roles of President, Vice President, Secretary, Treasurer, and six (6) directors. Each of the ten (10) positions will be elected for a two-year term or until the respective successor is elected. The Past President remains on the Board of Directors by virtue of his/her previous position and will remain on the Board of Directors until a new President is elected or he/she ceases to be a member of the Society. The Fall Fair Committee and the Arena Riders Committee will appoint one representative from each committee to sit on the Board of the Society for a one-year term. The Board of Directors of the Society may at their discretion appoint three (3) directors representing the community at large.
2. In order to maintain continuity five (5) directors will be elected at every Annual General Meeting. The President, Secretary, and three (3) directors will be elected alternately with the Vice President, Treasurer, and three (3) directors. The first-year election of additional directors will elect half for a one-year term and half for a two-year term to maintain continuity on the Board.
3. No person may serve in any one position on the Executive, except that of director, for more than two (2) consecutive terms.
4. Vacancies occurring on the Board of Directors more than six (6) months before completion of that person's term will be filled by a majority vote at the earliest possible regular meeting.

Article III – DUTIES AND RESPONSIBILITIES OF DIRECTORS

1. Subject to the BC Societies Act and the Constitution and Bylaws of the Society, the directors:
 - a. Manage or supervise the management of the affairs of the Society;
 - b. May exercise all the powers of the Society.
2. The directors of the Society must:
 - a. Act honestly, in good faith, and in the best interests of the Society, and
 - b. Exercise the care, diligence, and skill of a reasonably prudent person in exercising the powers and responsibilities of a director.
 - c. The Board is empowered to review a director's performance on the Board if that director misses more than three (3) consecutive meetings and to suspend that director and appoint a replacement at the earliest possible time.
 - d. The Board has the right to suspend or expel any member deemed to be guilty of conduct detrimental to the best interest of the Society upon obtainment of seventy-five

Nechako Valley Exhibition Society
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Constitution & Bylaws

percent (75%) majority vote. The general membership shall be informed of any such decision at the next general meeting

3. Disclosure of interests:

- a. A director who is directly or indirectly interested in a proposed contract or transaction with the directors must disclose the interest to all directors of the Society. The disclosure must be recorded in the minutes of a general meeting.
- b. Such a director must not be counted in the quorum at a meeting of the directors at which the proposed contract is discussed.
- c. Such a director must account to the Society for profit made as a consequence of the Society entering or performing the proposed contract or transaction unless the director:
 - i. Discloses the interest
 - ii. After the disclosure, the transaction is approved by the directors
 - iii. The director abstains from voting on the approval of the proposed contract or transaction,
- d. Unless
 - i. The contract or transaction was reasonable and fair to the Society at the time it was entered;
 - ii. After full disclosure of the nature and extent of interest in the contract or transaction it is approved by special resolution.

4. Duties of directors:

- a. The President will
 - i. Encourage community interest, involvement, and support of the Society
 - ii. Organize and preside at meetings
 - iii. Supervise the management of the business affairs of the Society
 - iv. Direct the officers of the Society and ensure their duties are properly carried out
 - v. Present an annual written report at the Annual General Meeting
- b. The Vice President will
 - i. Perform the duties of the President in the President's absence
 - ii. Assist the executive with the business affairs of the Society

Nechako Valley Exhibition Society
Certificate of Incorporation No. S8725
Constitution & Bylaws

- c. The Secretary will
 - i. Ensure all members are properly notified of all meetings in accordance with the Bylaws
 - ii. Attend all meetings, transcribing and maintaining accurate minutes
 - iii. Post all required information to the website
 - iv. Respond to all correspondence as required
 - v. Maintain all non-financial documents of the Society, including the Constitution and Bylaws, minutes of all meetings, membership register, policy and procedure manual, grant applications, and any other Society documents

- d. The Treasurer will
 - i. Deposit all monies received to the corresponding bank account of the society, write cheques as authorized, and keep full and accurate records of all such transactions with supporting documentation
 - ii. Give a report of all financial activities at each general meeting
 - iii. Prepare budgets, cash flow forecasts, and any other accounting duties required for the effective financial management of the Society

Article IV – COMMITTEES

1. The directors may appoint an executive committee to consist of such directors as they see fit and between meetings of the directors, the executive committee has and may exercise all the powers vested in it by the directors.

2. The directors may from time to time appoint other committees as they think fit and determine their composition which may include persons who are not directors, and subject to Bylaw Article III their powers are limited to the purpose of the committee and are advisory to the Board.

3. Any committee, whereby a majority of the members are not directors, shall not have, and the directors may not delegate to it, any of their powers. The functions of any such committee will be advisory only.

4. Standing committees of the Society are the Nechako Valley Fall Fair Committee and the Arena Riders Committee.
 - a. The Fall Fair Committee purposes:
 - i. The Fall Fair Committee plans, develops, and holds the annual Nechako Valley Exhibition, also known as the Vanderhoof Fall Fair

Nechako Valley Exhibition Society
Certificate of Incorporation No. S8725
Constitution & Bylaws

- ii. The Fall Fair Committee and its divisions have permission from the Society to raise funds in the community from sources not in conflict with other Board fundraising plans. Fundraising plans will be discussed by the Chairperson of the Fall Fair Committee and the Board in a fall meeting, and fundraising plans will be coordinated at that meeting.
 - iii. The Fall Fair Committee will prepare and submit budgets for approval by the Board at the annual February budget meeting
 - iv. The Society provides the facility, overall insurance, support, advice, and budget approval while the Fall Fair Committee develops and plans activities, maintains a volunteer base, provides monthly reports to the Society, and manages the undertakings of the Fall Fair
 - v. The Fall Fair Committee complies with all municipal, provincial and federal legislation
 - vi. The Fall Fair Committee appoints one (1) member to sit on the Society's board as a director
- b. The Arena Riders Committee is responsible to assist the Society in the operation of the indoor riding arena through assisting in the following activities:
- i. Ordering of supplies such as shavings, pellets, fuel, and other such needed items
 - ii. Facility maintenance
 - iii. Report to the Society on a monthly basis
 - iv. Prepare and submit budget requests to Board for approval
 - v. Assist in restricting arena riding to those who have paid membership or drop-in fees
 - vi. Assist in plans to utilize the arena to its fullest capacity, organizing clinics and other opportunities to increase ridership and income to the arena
 - vii. Appoints one member to sit as a director on the Society's board
 - viii. Complies with all provincial, municipal, and federal legislation

Article V – MEETINGS

1. The Annual General Meeting of the Society will be held within three (3) months of the year end of the Society.
2. Notice of the Annual General Meeting, stating the day, hour, and place of the Annual General Meeting, and the nature of business will be communicated to each member, and the community at large not less than fourteen (14) days before the date of such Annual General Meeting. Notice to members may be by, but not limited to, general mail out, email notification, notification in newspaper(s), radio and telephone, website notice, and the usage of social media. Whatever communication is used it must be deemed accessible by each member.

Nechako Valley Exhibition Society
Certificate of Incorporation No. S8725
Constitution & Bylaws

3. Regular general meeting dates will be posted on the Society's website
4. Meeting agendas will be posted on the website up to five days prior to the meeting wherever possible to do so
5. Any member in good standing may bring items to the meeting for discussion. Provided there is time, items not on the agenda will be discussed or deferred to the next meeting
6. Members in good standing may place items on the agenda in the following manner:
 - a. Items which are minor in nature may be posted by contacting any director and having them added to the agenda immediately
 - b. Items of a larger magnitude requiring research and consideration by the directors should be communicated to the President fifteen (15) days prior to the scheduled meeting
7. Any member in good standing may attend and vote on issues at the meeting
8. Non-members are welcome to attend meetings but will have no vote
9. There shall be a minimum of ten (10) regular general meetings each year
10. Any member of the Executive (President, Vice President, Secretary, Treasurer) may call an executive meeting provided twenty-four (24) hours' notice is given
11. The accidental omission to give notice of a meeting or the non-receipt of notice by any of the members entitled to receive such notice does not invalidate proceedings at that meeting

Article VI – QUORUMS

1. The quorum for the transaction of business at an Annual General Meeting, a general meeting, an executive meeting, or a committee meeting is three (3) members in good standing

Article VII – DEFINITION OF AUTHORITY

1. The directors are elected to take charge of the day to day operation of the Society. The decisions made by the directors are binding on the general membership. However, it is expressly understood that the directors will consult with the general membership on matters whenever it is practical to do so. The method of communication between the directors and the membership

Nechako Valley Exhibition Society
Certificate of Incorporation No. S8725
Constitution & Bylaws

is essentially via the Nechako Valley Exhibition website. The agenda for a general meeting will be posted on the website five (5) days prior to the general meeting whenever possible to do so. Minutes of the general meeting will be posted in a timely manner.

Article VIII – BORROWING POWERS

1. The Society may borrow monies, if deemed expedient to do so, for the carrying out of its objectives provided that a resolution to that effect is passed by a seventy-five percent (75%) majority at a regular general meeting. Such a motion cannot be considered unless members are advised fourteen (14) days in advance that “borrowing of monies” is on the agenda for said meeting.

Article IX – FISCAL YEAR

1. The fiscal year of the Society will be November 1 to October 31 of each year.

Article X – SIGNING OFFICERS

1. The signing officers of the Society are any two of the following: President, Vice President, Treasurer, and one other director.

Article XI – APPOINTMENT OF AUDITORS

1. This part applies only where the Society is required, or has resolved to have an auditor
 - a. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor
 - b. At each Annual General Meeting, the Society shall appoint an auditor to hold office until re-elected or a successor is elected at the next Annual General Meeting
 - c. An auditor may be removed by ordinary resolution
 - d. An auditor shall be informed forthwith in writing of appointment or removal
 - e. No director and no employee of the Society shall be an auditor
 - f. The qualifications of the auditor comply with the BC Society’s Act
 - g. The auditor may attend general meetings and have access to society records in accordance with the BC Society’s Act

Nechako Valley Exhibition Society
Certificate of Incorporation No. S8725
Constitution & Bylaws

Article XII – RECORDS AND SEALS

1. All non-financial records and documents are to be under the Secretary's control while financial records and documents are to be under the Treasurer's control.
2. All records and documents, notwithstanding records related to personnel or matters under litigation will be made available to any Society member in good standing for inspection on the Society's premises.
3. The seal is only to be used under the authority of the Board and is to be kept by the Secretary.

Article XIII – AMENDMENT OF THE CONSTITUTION AND BYLAWS

1. The Constitution and Bylaws can be altered by a special resolution at a general meeting. A special resolution requires that not less than seventy-five percent (75%) of the votes of those members of a Society, who, being entitled to do so, vote in person or by proxy.
2. Proxy votes are only applicable for special resolution matters and require a written statement stating the vote on the matter at hand.

Article XIV – DISSOLUTION

1. The Society may be dissolved by the following procedure:
 - a. The Board of Directors convenes an Executive Meeting solely to discuss and vote on dissolution. A vote of seventy-five percent (75%) of all the directors entitled to vote is required.
 - b. The Board of Directors informs all members in good standing the following:
 - i. The issues facing the Board leading to the decision to propose dissolution to the members
 - ii. The date and time of a general meeting of all members in good standing to meet, discuss options, and vote on dissolution.