

THE LINDSAY AGRICULTURAL SOCIETY

CONSTITUTION

AND

BY-LAWS



This CONSTITUTION AND BY-LAWS was:

adopted:

1854

and was amended at the Annual General Meeting

January 23rd, 1999

and was amended at the Annual General Meeting

January 19th, 2002

and was amended at the Annual General Meeting

January 22nd, 2013

Preamble

This autonomous non-profit organization is a Society formed in 1854 for the purpose of encouraging an awareness of agriculture and to promote improvements in the quality of life of persons living in the agricultural community. To this end our specific objectives are:

- To promote and encourage fellowship among urban and rural citizens.
- To support and encourage agricultural youth programs.
- To co-operate with other similar organizations to promote the agricultural industry and ancillary services.
- To produce and operate the Lindsay Exhibition annually.
- To research the needs of the agricultural community and to developing programs to meet those needs.
- To hold agricultural exhibitions featuring competitions for which prizes may be awarded.
- To promote the conservation of natural resources.
- To support and provide facilities to encourage activities intended to enrich rural life.

ARTICLE 1 – GENERAL

Section 1 – Name

- 1.1.01 This organization shall be known as the Lindsay Agricultural Society and shall operate the Lindsay Exhibition. This organization may be referred to by the short title LAS and LEX.

Section 2 – Headquarters

- 1.2.01 The headquarters of the Lindsay Agricultural Society and the Lindsay Exhibition shall be in the city of Kawartha Lakes, Province of Ontario, Canada.

Section 3 – Duration

- 1.3.01 The duration of the Society shall be perpetual. No member or group of members and no agent of the Society, either singly or jointly with others shall have the power to dissolve the Society and dispose of its assets.

Section 4 – Affiliation

- 1.4.01 Application for affiliation with any organization must be approved by the Board of Directors. The Board of Directors may terminate such affiliation.

Section 5 – Preamble and Variance

- 1.5.01 The preamble of this constitution and by-laws shall form part of this constitution and by-laws.
- 1.5.02 Where the provisions of this constitution and by-laws are at variance with the Ontario Agricultural and Horticultural Organization Act the act shall take precedence.

Section 6 – General

- 1.6.01 This Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the organization shall be used solely to promote its objectives.

ARTICLE 2 – ORGANIZATION

Section 1 – Structure

- 2.1.01 The central organizational structure of the Society shall be the Board of Directors, Executive Committee and Committees.

Section 2 – Board of Directors

- 2.2.01 Between annual membership meetings, the Society shall be governed by the Board of Directors. The management, direction and control of the affairs of the Society, including control over the Society's funds, properties, other assets and raising of revenue shall be vested in the Board of Directors.
- 2.2.02 The Board of Directors shall have the authority to develop and approve policies and procedures that it deems necessary to promote the interests and operations of the Society.
- 2.2.03 The Board of Directors shall meet at least every month at such times and in such places as may be designated by the Executive Committee, provided, however, that special meetings of the Board of Directors shall be called by the President if petitioned by a majority of the voting members of the Board of Directors.
- 2.2.04 A majority of the voting members of the Board of Directors shall constitute a quorum of the Board of Directors.

- 2.2.05 In the event of a tie vote at a meeting of the Board of Directors the President or his/her deputy shall have the casting vote as chairperson of the Board meeting.
- 2.2.06 Notice of each Board meeting shall be communicated to each member of the Board of Directors, by the Secretary-Treasurer at least seven (7) calendar days prior to the meeting. This notice may be waived by a majority vote of the members of the Board of Directors.
- 2.2.07 A Director shall declare a conflict of interest prior to discussion and vote on any matter in which the Director has a financial interest

Section 3 – Executive Committee

- 2.3.01 Between meetings of the Board of Directors the affairs of the Society shall be conducted by the Executive Committee composed of the following officers:

- A) The President
- B) The First Vice President
- C) The Second Vice President
- D) The Secretary-Treasurer

In addition the immediate Past President shall be an ex-officio member with voice and no vote.

- 2.3.02 Minutes of all Executive meetings shall be forwarded promptly to all members of the Board of Directors. Decisions taken by the Executive Committee shall be deemed to have been ratified or approved by the Board of Directors unless reversed or modified by the Board.

Section 4 – Standing Committees

- 2.4.01 At the first meeting of the Board of Directors following the adjournment of the annual membership meeting the Directors shall elect a three (3) person Standing Committee on Finance from among themselves. The President and Secretary-Treasurer shall be ex-officio members of this Standing Committee with voice and no vote.
- 2.4.02 The Finance Committee shall scrutinize all Society expenditures to ensure adherence to the provisions of the Constitution and By-laws.
- 2.4.03 The Finance Committee in cooperation with the Secretary-Treasurer shall be responsible for the preparation of an annual budget for submission to the Board of Directors for final approval.
- 2.4.04 The Finance Committee shall maintain constant vigilance over the financial affairs of the Society and shall ensure that the Board of Directors is made aware of excessive disbursement of funds beyond the provisions of the budget and of any necessity to provide for meeting any extraordinary expenditures.
- 2.4.05 In all matters related to the purchase of equipment or property, investment or disbursements of funds not already provided for in this Constitution and By-laws, the Finance Committee shall be responsible for the preparation of reports and for recommendations for submission to the Board of Directors for their ultimate decision.
- 2.4.06 The members of the Standing Committee on Finance shall elect its own Chairperson from among the voting members of the committee.

Section 5 – Committees

- 2.5.01 The Board of Directors shall have the authority to form such committees, as they deem appropriate to advance the interests of the Society and to operate the LEX. The Board shall reserve the right to approve all appointments to committees of the Society.
- 2.5.02 Each committee shall elect their own chairperson.
- 2.5.03 Each committee shall be responsible for the preparation of an annual budget to be submitted to the Finance Committee for inclusion in the Society's annual budget. In addition each committee shall submit periodic reports to the Board of Directors and a report for the annual membership meeting.

ARTICLE 3 – ELECTION – DIRECTORS AND OFFICERS

- 3.1.01 All candidates for the position of Director must be an active member in good standing of the Society.
- 3.1.02 The Board of Directors shall consist of twenty-one (21) members in 1998, eighteen (18) members in 1999, fifteen (15) members in 2000 and thereafter.
- 3.1.03 At each annual membership meeting the active members in good standing in attendance shall, from among themselves, elect five (5) directors to the Board of Directors for a term of three (3) years.
- 3.1.04 At the first meeting of the Board of Directors following the annual membership meeting the Board shall from among themselves elect the following officers of the Society; President, the First Vice President, the Second Vice President and the Secretary-Treasurer. The first meeting of the Board shall be held within ten (10) days of the annual membership meeting.
- 3.1.05 In the event of a vacancy occurring among the members of the Board of Directors the Board may fill such vacancy by appointing a member of the Society for the balance of the year.
- 3.1.06 In the event of a vacancy occurring among the officers during a term such vacancy shall be filled in accordance with 3.1.04.

ARTICLE 4 – DUTIES OF OFFICERS, DIRECTORS AND MANAGER

Section 1 – President

- 4.1.01 The President shall function as the Chief Executive Officer of the Society and the LEX. The President shall exercise supervision over the affairs of the Society and the LEX, sign all official documents and preside at annual and special membership meetings and at meetings of the Board of Directors and Executive Committee. The President shall be ex-officio of all Society Committees with voice and no vote.
- 4.1.02 The President shall have the authority to interpret and enforce this Constitution and By-laws. The President's interpretation shall be conclusive unless modified, reversed or changed by the Board of Directors.
- 4.1.03 The President shall have the authority to convene, or cause to be convened a meeting of any committee of the Society/LEX.
- 4.1.04 The President shall report to the Board of Directors and the annual or special membership meeting.

- 4.1.05 The President shall, where it is in the interests of the Society/LEX maintain a liaison with other similar organizations.
- 4.1.06 The President may appoint either the 1st or 2nd Vice President to act as President during any period of the President's temporary absence.
- 4.1.07 The President shall have the authority to employ such representatives and employees as are necessary and shall fix their compensation subject to the approval of the Board of Directors and the recommendations of the Executive Committee. The direction of all employees and representatives shall be under the authority of the President or his/her designated representative.
- 4.1.08 The President, subject to the approval of the Directors, may engage the services of counselors at any time and for any length of time that advice is required.
- 4.1.09 The President shall perform such other related functions as may be assigned by the Executive Committee or the Board of Directors.

Section 2 – Vice Presidents

- 4.2.01 The 1st and 2nd Vice Presidents shall assist the President and shall be members of the Executive Committee.
- 4.2.02 In the event of a vacancy occurring in the office of President, the 1st Vice President shall fill such vacancy until such time that the Board of Directors shall hold an election for the position.
- 4.2.03 The 1st and 2nd Vice Presidents shall attend all meetings of the Executive Committee and the Board of Directors.

Section 3 – Secretary-Treasurer

- 4.3.01 The Secretary-Treasurer shall function as the Chief Financial Officer of the Society/LEX.
- 4.3.02 The Secretary-Treasurer shall be responsible for ensuring all Society funds are deposited in the name of the Society/LEX in a chartered bank, trust company or credit union subject to the approval of the Board of Directors. The Secretary-Treasurer shall disburse and invest funds subject to the approval of the Board of Directors and recommendations of the Finance Committee
- 4.3.03 The Secretary-Treasurer shall ensure the preparation of financial statements covering income, expenses, assets and liabilities of the Society/LEX for the Finance Committee and Board of Directors every three (3) months or, if necessary, at more frequent intervals.
- 4.3.04 The Secretary-Treasurer shall ensure an audited financial report is furnished to the Board of Directors and the annual membership meeting.
- 4.3.05 The Secretary-Treasurer shall make the financial records available to the members of the Board of Directors and the Finance Committee.
- 4.3.06 The Secretary-Treasurer shall be responsible for the safe keeping of all records and correspondence of the Society/LEX.
- 4.3.07 The Secretary-Treasurer shall maintain an up to date record of the Society's membership.
- 4.3.08 The Secretary-Treasurer shall ensure notices of meetings of the Board of Directors, Executive Committee and Annual Membership meetings are communicated to all concerned in a timely fashion.

- 4.3.09 The Secretary-Treasurer shall ensure minutes of all meetings of the Executive Committee, Board of Directors and the Annual/Special Membership meetings are recorded and provided to all concerned in a timely basis.
- 4.3.10 The Secretary-Treasurer shall perform such other duties as assigned by the Executive Committee or the Board of Directors.

Section 4 – Past President

- 4.4.01 A Past President shall act as counsel to the President, Board of Directors and Executive Committee of the Society and LEX.
- 4.4.02 A Past President position is an honorary position and as such shall be entitled to attend any meeting of the Society.
- 4.4.03 A Past President shall not be eligible for election to the Board of Directors for a period of three (3) years following their term as President or expiry of their term as director whichever is later.
- 4.4.04 A Past President may perform other duties as may be assigned by the Board of Directors.

Section 5 – Directors

- 4.5.01 A Director shall perform all functions required of her/him as a member of the Board of Directors as provided for in this Constitution and By-laws.
- 4.5.02 A Director shall act as a liaison between the Board of Directors and committee(s) as requested by the Board of Directors.
- 4.5.03 A Director shall attend all regular meetings of the Board of Directors. Failure to attend at least two thirds (2/3) of regular meetings during a fiscal year shall result in a review by the Executive Committee. The Executive Committee may impose sanctions they consider appropriate subject to the approval of the Board of Directors.
- 4.5.04 A Director shall participate in the planning, promotion and work prior to and during the Lindsay Exhibition.

Section 6 – Manager

- 4.6.01 The Manager shall function as administrator of the day to day operations of the Society and the LEX.
- 4.6.02 The Manager, under the direction of the President, shall have the authority to employ such staff as necessary to operate the LAS and LEX subject to the approval by the Board of Directors and recommendations of the Executive Committee.
- 4.6.03 The Manager shall attend meetings as directed by the President, Executive Committee and/or the Board of Directors.
- 4.6.04 The Manager shall supervise the activities of all employees of the LAS and LEX except as may be determined by the Board of Directors.
- 4.6.05 The Manager may be assigned the administrative functions of the Secretary-Treasurer by the Board of Directors.
- 4.6.06 The Manager shall assist in the preparation of the annual budget.
- 4.6.07 The Manager may initiate recommendations for consideration by the Board of Directors.
- 4.6.08 The Manager may have signing authority subject to the approval of the Board of Directors.

- 4.6.09 The Manager shall perform other duties as may be assigned by the President, subject to the approval of the Board of Directors and the recommendations of the Executive Committee.
- 4.6.10 The Manager shall be responsible for the implementation of the Society and LEX policies and regulations as approved by the Board of Directors.
- 4.6.11 The Manager shall provide regular reports to the Board of Directors and shall submit a report to the annual membership meeting.

ARTICLE 5 – MEMBERSHIP

Section 1 – Membership

- 5.1.01 In order for a person to be an active member in good standing of this Society they must be up to date in the payment of Society dues for the current and previous year. Effective December 1, 2001 dues shall be fifteen dollars (\$15.00) per year. Each additional person in the same domicile shall pay six dollars (\$6.00).
- 5.1.02 All persons are eligible for active membership in this Society unless specifically disqualified by provisions of this Constitution, and by-laws.
- 5.1.03 Persons eligible for active membership in this Society who are under the age of eighteen (18) are ineligible to vote or hold office in the Society.
- 5.1.04 Persons who are eligible for active membership in this Society, who are domiciled outside a radius of forty (40) kilometers of the Society's headquarters, shall be ineligible to vote or hold office in the Society or LCE.

Section 2 – Honorary Members

- 5.2.01 An Honorary Member is a person who, by majority vote of the active members in good standing in attendance at the Annual/Special Membership Meeting, has been granted Honorary Membership in the Society.
- 5.2.02 Honorary Members shall not hold office or pay dues and shall be entitled to attend Annual/Special Membership Meetings.

ARTICLE 6 – FINANCES

Section 1 – Finances

- 6.1.01 The Society fiscal year shall commence on December 1st and terminate on November 30th of each year.
- 6.1.02 No money shall be drawn from the treasury of the Society/LEX except as approved by the Board of Directors or Executive Committee.
- 6.1.03 All bills, notes, cheques and other negotiable instruments of the Society/ LEX shall be issued in the name of the Society/ LEX.
- 6.1.04 All persons who have access to Society/ LEX funds shall be bonded. Such premiums shall be paid by the Society/ LEX.
- 6.1.05 The President and the Secretary-Treasurer shall be signing officers for the Society/ LEX. The Board of Directors may designate additional persons to have signing authority from time to time, and two signatures must appear on all LEX cheques one of which must be the President or Secretary-Treasurer.

Section 2 – Investments and Real Property

6.2.01 The power of investment and purchase of real estate property shall be exercised by the Board of Directors.

6.2.01 All investments and real estate holdings shall be made in the name of the Society.

Section 3 – Borrowing of Money

6.3.01 The authority to borrow money shall be vested in the Board of Directors of the Society.

ARTICLE 7 – MEETINGS

Section 1 – Annual and Special Membership Meetings

7.1.01 The supreme governing body of the Society/ LEX shall be the active members in good standing in attendance at the Annual/Special Membership Meeting.

7.1.02 The time and place of the Annual/Special Membership Meeting shall be determined by the Board of Directors provided the Annual Membership Meeting shall be held within sixty (60) days of the termination of the Society's fiscal year.

7.1.03 The primary function of the Annual Membership Meeting is to receive reports of the President, Secretary-Treasurer, Manager and Committees of the Society/ LEX.

7.1.04 Each active member in good standing shall have the right to attend Annual/Special Membership Meeting(s) and shall be entitled to one vote.

7.1.05 The following usual order of business shall be observed at all meetings of the Society:

- A) Call to Order
- B) Adoption of Agenda (orders of the day)
- C) Approval of Minutes
- D) Unfinished Business
- E) Reports eg: Presidents, Secretary-Treasurer, Manager, Committees, etc.
- F) New Business
- G) Any Other Business
- H) Adjournment

7.1.06 Roberts Rules of Order shall govern the conduct of meetings of the Society/ LEX.

ARTICLE 8 – AMENDMENTS

8.1.01 This Constitution and By-laws shall only be amended by a majority vote of the active members in good standing in attendance at the Annual/Special Membership Meeting.

8.1.02 Proposed amendments to this Constitution and By-laws may be made by active members in good standing. Such proposed amendments must be received in writing by the Board of Directors not later than November 15th in any year.

8.1.03 Proposed amendments to this Constitution shall be sent to all active members in good standing at least fifteen (15) days prior to the date of the Annual/Special Membership Meeting.

8.1.04 Amendments to this Constitution and By-laws once adopted shall be effective and binding on the Society upon adjournment of the meeting at which they are adopted unless specified otherwise by a majority vote of the active members in good standing in attendance at such meeting.