

By-Laws of the Norfolk County Agricultural Society
(draft – November 20, 2008)

BY-LAW 1 DIRECTORS

- 1) The Board of Directors shall consist of twenty-one Directors who hold current membership in the Society.
 - a. The membership shall elect at the Annual General Meeting twenty-one directors who shall hold office for a period of three years and shall be elected on a rotating basis of seven each year. They shall be eligible for re-election at the termination of each three-year period.
 - b. The election of the above shall be by secret ballot.
 - c. A valid ballot must show a full slate for each election.
- 2) In the event of a vacancy occurring on the Board by the death, resignation or otherwise, the remaining members of the Board shall have the power to appoint any member of the Society to fill such vacancy provided that when three or more vacancies occur at the same time, a Special General Meeting of the Society shall be called and directors elected to fill the vacancies.
- 3) The Directors shall elect from among themselves at the Initial Meeting immediately following the Annual General Meeting, a President, 1st Vice President, and 2nd Vice President. Election shall be by secret ballot. The winner will be declared by obtaining 60% of votes cast with low nominee being eliminated on each successive ballot.

BY-LAW 2 HONOURARY LIFE MEMBERS

Honourary Life Members may be appointed, with their consent, at the Annual General Meeting of the Society in recognition of past service. They shall not be required to pay the annual membership fee and will have a vote at the Annual General Meeting.

BY-LAW 3 FISCAL YEAR

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

BY-LAW 4 MEMBERSHIP FEE

There shall be an annual membership fee as determined by the Board of Directors from time to time but in no event to be less than \$15 and said membership fee must be purchased on or before the end of the Society's fiscal year, November 30th.

BY-LAW 5 STANDING COMMITTEES

At the Initial Meeting of the Board of Directors immediately following the Annual General Meeting, the following shall be appointed and shall remain appointed until the next Annual General Meeting of the Society.

1) EXECUTIVE COMMITTEE

The Board from among themselves shall appoint an Executive Committee to be composed of the President, Immediate Past President, 1st Vice President and 2nd Vice President to exercise and perform such of its powers and duties as the Board may prescribe. The President shall chair this committee.

2) STRIKING COMMITTEE

A committee with the same membership as the Executive Committee shall be appointed whose duty it is to draw up the organizational pattern and make recommendations for all committee members for the year by one month following the Annual General Meeting.

3) NOMINATING COMMITTEE

The Nominating Committee will consist of two Executive Committee Members and two directors. This Committee shall research, prepare, and present annually to the Membership a slate of nominees for approval and ensure the selection process for Directors is objective.

4) FINANCE COMMITTEE

The Finance Committee will consist of the Treasurer, and no less than four directors one of whom shall be the First Vice President who shall chair the committee. The Finance Committee will prepare the annual budget for presentation to the Board.

BYLAW 6 MEETINGS OF THE BOARD

A meeting to be known as the Initial Meeting of the Board shall be held immediately following the Annual General Meeting. The Executive and the Standing Committees shall be appointed at this Initial Meeting.

The Board of Directors shall meet on the second Tuesday of the following months: February, March, April, May, June, September and December and at the call of the President in January, July, August, October and November. Changes may be made at the call of the President or by the Board of Directors at any regular meeting.

BYLAW 7 COMMITTEES OF THE BOARD

The following Committees of the Board will be appointed at the Initial Meeting of the Board:

- a) GOVERNANCE COMMITTEE

The Governance Committee will consist of not less than five directors and shall advise the Board on the effectiveness and integrity of its governance practices.

b) FAIR ADVISORY COMMITTEE

The Fair Advisory Committee will consist of two Directors and not less than 5 fair committee chairs whose task it will be to ensure the continuance of the annual Norfolk County Fair & Horse Show.

c) GROUNDS AND BUILDINGS COMMITTEE

A committee shall be appointed of not less than four directors, among whose duties it will be to inspect buildings and grounds and present a budget to the board with recommendations for improvements.

d) FINANCIAL ANALYSIS COMMITTEE

The Financial Analysis Committee will consist of the Treasurer, one director and two stakeholders to provide a viable financial plan which will include both long and short term objectives with special project considerations.

e) PROGRAMMING COMMITTEE

The Programming Committee will consist of 3 directors and 2 stakeholders whose objective is to examine and evaluate all programming to provide viability, maintain freshness and provide the framework for expansion.

f) CAPITAL IMPROVEMENTS COMMITTEE

The Capital Improvements Committee will consist of 2 Directors and 2 stakeholders whose objective is to prepare a viable plan for future expansion.

g) RENTALS COMMITTEE

The Rentals committee will consist of 2 directors and 2 stakeholders with a vision of increasing our rental business.

h) OTHER COMMITTEES

The Executive Committee and/or Board of Directors may form or disband committees from time to time as deemed necessary.

The Chair of all non-standing committees may appoint members following their appointments as chair.

BYLAW 8 OWNING LAND

This Society being a body corporate, shall have power to acquire and hold land. At least two weeks notice of a meeting to dispose of land shall be given through local media. Only those persons shall be entitled to vote who are members for the current year and who were members for the two previous years.

BYLAW 9 BORROWING OF MONEY

The Directors of the Society may from time to time borrow money upon the credit of the Society in such amounts and upon such terms as may be deemed necessary.

BYLAW 10 PROTECTION & INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society agrees to indemnify and hold harmless the directors for all actions undertaken by them in good faith on behalf of the Society, claims, suits or proceedings brought against them, provided that no directors shall be indemnified by the Society in respect to any liability costs charges or expenses that he/she sustains or incurs as a result of his/her own fraud, dishonesty, willful neglect or willful default.

BYLAW 11 CONTROL AND PREVENTION OF VARIOUS ACTIVITIES AND EVENTS

The Board may pass by-laws;

- i. prohibiting any theatrical, circus or acrobatic performance; and
- ii. regulating the sale of goods and produce,

on the grounds operated by the society or within 275 metres thereof on the day of an exhibition organized by the Society.

BYLAW 12 HORSE RACING

In accordance with the objects of “the Act” this Society shall conduct and promote horse racing as an attraction at the Fair.

BYLAW 13 CHANGES TO THE BYLAWS

The Bylaws of the Society may be made, adopted, amended or repealed at any meeting of the Society.