

BY-LAWS
Of
RIPLEY AGRICULTURAL SOCIETY

ARTICLE I NAME

The name of the organization shall be the RIPLEY AGRICULTURAL SOCIETY and shall operate the Ripley Fall Fair, henceforth known as “the Society”. This organization may be referred by title as R.A.S.

ARTICLE II AUTHORITY

The Society is organized under the authority of the Agricultural Societies Act of the Province of Ontario and is therefore an agricultural society. All articles of this document shall be read to conform to said Agricultural Societies Act.

ARTICLE III PURPOSES

The purposes of the Society shall be in accordance with the objects as stated in the Agricultural Societies Act which read as follows:

- (1) The objects of a society shall be to encourage an awareness of agriculture generally and to promote improvements in the life skills and quality of life of persons living in the agricultural community by,
- (a) Assessing the agricultural, economic and social needs of the agricultural community and developing programs to meet those needs;
 - (b) Organizing and holding agricultural exhibits for which prizes may be awarded with a view to,
 - (i) Encouraging improvements in the product and marketing of agricultural produce and livestock and the methods thereof;
 - (ii) Developing the life skills of persons living in the agricultural community;
 - (iii) Increasing an awareness and appreciation of agriculture and the rural lifestyle;
 - (c) Promoting and encouraging the conservation of natural resources;
 - (d) Promoting and encouraging beautification of the agricultural community;
 - (e) Developing and conducting activities to encourage young people to participate in the activities of agricultural societies;
 - (f) Supporting and co-operating with other associations and organizations in the improvement of agricultural industry;
 - (g) Supporting and providing facilities to encourage activities intended to enrich the rural lifestyle;

ARTICLE III PURPOSES - Cont'd

- (h) Conducting or promoting horse races when authorized to do so by a by-law of the society.

ARTICLE IV HEAD OFFICE

The head office of the Society shall be located in the Township of Huron-Kinloss in the province of Ontario and at such place therein as determined from time to time by the Board of Directors of the Society.

ARTICLE V MEMBERSHIP

- (1) Every person shall be entitled to be a member of the Society.
- (2) The membership term shall be annual, commencing on October 1st and ending on September 30th of the following calendar year.
- (3) A Firm or an Incorporated Company may become a member by payment of the regular fee, but the name of one person only in any one year may be entered as the representative or agent of such Firm or Company and that person only shall exercise the privileges of membership in the Society.
- (4) Requirements for membership
Payment of the annual membership fee as determined by the Board of Directors, from time to time, by September 30th of the current year.
- (5) Privileges of membership
A member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, and only members may vote or hold office in the society. In addition, only those who were members during the previous year are entitled to vote at the Annual Meeting.

ARTICLE VI DIRECTORS

- (1) The Board of Directors shall consist of 18 Directors.
- (2) The membership shall be elected at each Annual Meeting from among themselves 18 Directors for a term of 1 year.
- (3) Directors shall be eligible for re-election at the end of the 1-year term to a maximum of 15 terms.
- (4) In addition to (2); there may be 2 ex-officio directors representing immediate past presidents.
- (5) In the event of a vacancy occurring on the Board by the death of or resignation of any officer or director or otherwise (e.g. failure to attend a minimum of 6 meetings during the year), the remaining members of the Board shall have power to appoint any member of the Society to fill such vacancy provided that, when three or more

ARTICLE VI DIRECTORS - cont'd

vacancies occur at the same time, a special general meeting of the Society shall be called and directors elected to fill the vacancies.

- (6) Where a director of a society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he/she shall disclose his/her interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.
- (7) The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the bylaws and regulations of the Society.

ARTICLE VII OFFICERS

- (1) The Directors shall elect from among themselves at a meeting to be held immediately following the Annual Meeting, a President, 1st Vice President, 2nd Vice President and President, 1st Vice President and 2nd Vice President - Homecraft Division.
- (2) The Executive of the Society will be the President, 1st Vice President, 2nd Vice President, Past President, Homecraft President, Homecraft 1st Vice President, Homecraft 2nd Vice President, Homecraft Past President and the Secretary, Treasurer, or Secretary/Treasurer.
- (3) The President, 1st Vice President, 2nd Vice President, Homecraft President, Homecraft 1st Vice President, Homecraft 2nd Vice President and the remaining 12 Directors shall constitute the Board of Directors.
- (4) The Board from among ourselves or otherwise, shall appoint a Secretary and a Treasurer or Secretary - Treasurer who shall remain in office during pleasure and the Secretary or Secretary-Treasurer shall keep an accurate account of the proceedings of Board and General Meetings, acting under the control and with the approval of the Board.
- (5) (a) If required by the Board of Directors, the Treasurer or Secretary-Treasurer 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 may come into his/her hands.
(b) It shall be the duty of the Board in each and every year to inquire into the sufficiency of the security given by such Treasurer or Secretary-Treasurer and to report thereon to the Society
(c) 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

- (a) At least 2 weeks' notice of every annual meeting shall be given by publication of a notice of the meeting in at least a newspaper having a general circulation in the municipality in which the headquarters of the society is located on 2 successive weeks and/or by mailing notices of the meeting to every member of the society at the address furnished to the secretary.
- (b) Proxies are not permitted at any general or annual meeting of the society.

(1) ANNUAL MEETING

- a. The Annual Meeting of the Society shall be held in January in each year at 7:00 p.m. or as determined by the Board of Directors.
- b. Twenty members shall constitute a quorum at the Annual Meeting.
- c. At the Annual Meeting:
 - i. 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 may present a statement of the assets and liabilities of the Society, certified by the Auditors.
 - ii. The Directors shall be elected
 - iii. Auditor(s) shall be appointed.
 - iv. The secretary shall make a list of those members eligible to vote and hold office as determined in Article V (3) (5).

(2) GENERAL MEETINGS

- (a) Only those persons who are members for the current year are eligible to vote at any general meeting except where property is involved.
- (b) Ten members shall constitute a quorum for a general meeting.
- (c) A general meeting may decide on all matters brought to it by the board.

(3) SPECIAL GENERAL MEETINGS

On the petition of 20 members of a Society, the Secretary and, in his/her absence, the President or 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 by ARTICLE VIII (a).

- (a) A special general meeting will be called to deal with the selling, mortgaging, leasing or otherwise disposing of property owned by the Society.
- (b) Only those persons who are members for the current year and who were members for the two previous years are entitled to vote at this meeting.

ARTICLE IX DIRECTORS' MEETINGS

- (1) A meeting of the Board shall be called by the Secretary upon the direction of the President, or in his/her absence, the 1st Vice-President, or by any three members of the Board, by notifying all members of the Board at least 7 days prior to the time fixed for such a meeting, providing that a meeting of the Board may be held immediately following any Annual, regular or special meeting of the Society without notice.
- (2) Quorum
Six members of the Board shall constitute a quorum.
- (3) Voting
At a Board meeting, only the elected Directors and any ex-officio directors are eligible to vote.
- (4) Powers and Duties
In addition to other specific duties and powers assigned elsewhere in these By-Laws, the Board shall:
 - (a) Take the initiative in preparing general policies and actions for consideration and possible adoption by the membership.
 - (b) Put into effect all policies and actions approved by the membership.
 - (c) Have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the Membership.
 - (d) Be responsible for the management of the affairs of the Society between general meetings.
- (5) Committees and Subcommittee
 - (a) The Board may establish committees and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors.
 - (b) Terms of reference for all committees shall include the following:
 - (i) The status of the committee (standing or ad hoc)
 - (ii) The type of committee (discussion, working, task force, etc.)
 - (iii) The overall purpose
 - (iv) Any specific directives defining goals or tasks.
 - (v) The relationship to any other overlapping activities of the Society.
 - (vi) composition, including statements, on any designated observers, whether officers are appointed as full or associate members, and any authority granted to the chair to co-opt other members.
 - (vii) i) The assignment of any staff or associate members
 - (viii) Any special mode of operation.

ARTICLE IX DIRECTORS' MEETINGS - cont'd

- (ix) An upper limit of expenses the committee can incur
- (x) The preferred time and method of reporting.

ARTICLE X FINANCES

- (1) The fiscal year of the Society shall be from January 1st to December 31st.
- (2) All financial expenditures require approval by the Board of Directors except items deemed necessary by an Executive member up to the cost of \$100.00
- (3) Expenditures incurred without board approval or in bad faith are not the financial responsibility of the Society.
- (4) Cheques to disburse the funds of the society shall bear the signatures of any two of three individuals appointed by the Board of Directors annually.
- (5) The financial records of the Society shall be reviewed or audited by a qualified accountant or 2 persons appointed at the Annual Meeting.
- (6) Remuneration
No officer, director or member of a Society, except the Secretary, Treasurer, Secretary-Treasurer or Manager, shall receive any remuneration for carrying out his/her duties as officer, director or member, but travelling 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 travelling and living expenses which shall be payable out of the funds of the Society.
- (7) The financial accounts and other books of the Society shall be made available for inspection by members reasonable request.

ARTICLE XI RULES OF ORDER

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

ARTICLE XII CHANGE IN CONSTITUTION AND BY-LAWS

- (1) By-laws of the Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is confirmed at an annual or regular meeting of the Society or at a special meeting of which notice has been given in the manner provided by ARTICLE VIII(a)
- (2) All regulations as set forth in the Agricultural Societies Act, or as it may be revised from time to time, shall become a part of this constitution.

ARTICLE XIII DUTIES OF OFFICERS

- (1) Officers of a Society are responsible for the safe custody of:
 - a. Deeds, title papers and other documents relating to the Society's property.

ARTICLE XIII DUTIES OF OFFICERS - cont'd

- b. At least one copy of minutes of proceedings, resolutions and by-laws of the Society.
 - c. Books and records of the Society.
- (2) The Secretary of a Society shall:
- a. Attend all meetings of the society and keep true minutes thereof;
 - b. Conduct the correspondence of the society; and
 - c. Keep a record of -
 - i. All business transactions of the society
 - ii. All resolutions passed by the society;
 - iii. All amendments to the by-laws of the society;
 - iv. A list of the members of the society and their addresses;
 - v. A list of the names and addresses of persons to whom prize money is paid and amounts paid to each person;
 - vi. All reports of committees that may from time to time be appointed by the society;
 - vii. All annual statements and financial and auditor's reports.
- (3) The treasurer of a society shall,
- a. Receive all monies paid to the society and deposit them to the credit of the society in a chartered bank, as the society may by resolution direct;
 - b. Keep the securities of the society in safe custody;
 - c. Keep or cause to be kept proper books of account or make or cause to be made entries of all receipts and expenditures of the society;
 - d. Prepare the annual financial statement of the society; and
 - e. Prepare reports showing the financial position of the society, as the officers from time to time direct.

Revised: January 27, 2025