



**COMOX VALLEY
EXHIBITION ASSOCIATION
FALL FAIR**

Constitution & Bylaws

November 2005

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COMOX VALLEY EXHIBITION ASSOCIATION FALL FAIR ~ CONSTITUTION

1. The name of the Society is **Comox Valley Exhibition Association Fall Fair**.
2. The purpose of the Society is:
 - a) To educate and entertain the public with the diversity of agriculture within the Comox Valley, by having displays of antique and modern agricultural methods and products, included value added products.
 - b) To provide a venue for the Comox Valley 4-H Clubs to hold their achievement day in view of a Comox Valley audience.
 - c) To provide a public showplace for all the growing sectors: agriculture, silvaculture and aquaculture as well as for the hobbyist, home gardener and household cook to have their products evaluated against provincial standards.
 - d) To promote awareness of “Product of the Comox Valley” label.
 - e) To provide affordable family oriented entertainment.
 - f) To educate the public in the matter of environmental protection as related to agriculture.
3. The purposes of the Society shall be carried out without purpose of monetary gain for its Members, and any profits or accretions to the Society shall be used for the promotion of its purposes. This provision may not be altered.
4. The Society is not affiliated with any political or religious organization. This claim is alterable.
5. In the event that this society is dissolved for any cause, all assets, after the satisfaction of debts, shall be given to the Comox Valley Farmers’ Institute. This provision is unalterable .

COMOX VALLEY EXHIBITION ASSOCIATION FALL FAIR BYLAWS

PART 1 - INTERPRETATION

1.1 In these Bylaws, unless the context requires otherwise:

- a) “Society” means **Comox Valley Exhibition Association Fall Fair**;
- b) “Comox Valley” means the territory encompassed by School District 71;
- c) “Society Act” means the Society Act of the Province of British Columbia and all amendments thereto;
- d) “Constitution” means the Constitution of the Society;
- e) “Bylaws” mean the Bylaws of the Society;
- f) “Member” means a member of the Society pursuant to the Bylaws;
- g) “Board” means the Board of Directors of the Society;
- h) “Director” means a person elected or appointed to serve as a member of the Board pursuant to these Bylaws;
- i) “Officer” means a person elected or appointed to serve as an Officer pursuant to these Bylaws;
- j) “Ordinary Resolution” means a resolution passed during a General Meeting by a majority of the votes cast;
- l) “Special Resolution” means a resolution passed during a General Meeting by a majority of not less than three quarters, and of which not less than fourteen (14) days’ notice specifying the intention to propose it as a Special Resolution has been given; or, if every member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days’ notice has been given.
- m) “Majority” means more than half of the votes cast;
- n) “A two thirds vote” means at least two thirds of the votes cast;
- o) “A three quarters vote” means at least three quarters of the votes cast;

1.2 The definitions in the Society Act shall apply to these Bylaws.

PART 2 - MEMBERSHIP

- 2.1 An individual or a group or a corporation may apply for membership in the Society, and upon acceptance by the Directors shall become a member in the appropriate category.
- 2.2 Individual Membership shall include: Full, Family and Honorary Life Members, as follows:
 - a) Full Members shall be those persons who join the Society to participate as officers or advisors.
 - b) Family Membership shall be a family of not less than two and not more than two adults and four children.
 - c) Honorary Life Members shall be those persons who have rendered meritorious service to the Society or who have contributed in an exceptional manner to the attainment of its goals, and who were approved for Honorary Life Membership by the Board by a two thirds vote.
- 2.3 Group members may include organizations, schools, societies and corporations who join the Society at group rates, to support its purposes and activities and to receive information, resources and assistance from the Society.

MEMBERSHIP RIGHTS AND BENEFITS

- 2.4 The Voting Members of the Society shall include Full Members; one member of a Family Member; an Honorary Life Member and one designate of a Group Member. Voting members must be sixteen (16) years of age or older. The Non-Voting Members shall include Individual Members who are under sixteen (16) years of age, and Group Members.
- 2.5 A Voting Member in good standing shall be entitled to one vote, and shall be entitled to attend, speak, make motions and vote at General Meetings of the Society.
- 2.6 In addition to the rights under 2.5, a Voting Member in good standing who is or will be nineteen (19) years of age or older by the date that such Member’s service on the Board is to commence shall be eligible to be nominated to the Board, and – if elected or appointed – to serve as a Director of the Society.
- 2.7 A Member in good standing shall be entitled to the benefits of membership in the category to which such Member belongs, and such benefits shall be as established and as modified from time to time by the Board. An Individual Member who joins the Society under a group or family rate shall be entitled to limited benefits, as determined by the Board.

DUTIES AND OBLIGATIONS OF MEMBERS

- 2.8 Members who participate in events sponsored or sanctioned by the Society shall abide by the guidelines established by the Society.
- 2.9 Every Member shall uphold the Constitution and comply with these Bylaws.

ANNUAL MEMBERSHIP DUES

- 2.10 Full, Family and Group members shall be required to pay annual membership dues. Honorary Life Members shall not be required to pay annual membership dues.
- 2.11 The annual membership dues and the dates on which dues are payable shall be established, and may be modified from time to time, by the Board.

CEASING TO BE A MEMBER IN GOOD STANDING

- 2.12 Membership in good standing in the Society shall cease and the rights and privileges of a Member shall be forfeited upon:
- a) a Member delivering a resignation in writing to the address of the Society; or
 - b) a Member failing to pay the annual membership dues by the deadline established by the Board; or
 - c) a Member being suspended, in which case such person shall cease to be a member for the period of the suspension; or
 - d) a Member being expelled; or
 - e) on a Member's death, or - in the case of a Group - in the event of the Group's dissolution;

SUSPENSION

- 2.13 A Member may be suspended from the Society by the Executive Committee by a majority vote for a period not exceeding twenty four (24) months, provided that:
- a) The grounds for suspension shall be conduct or actions which the Executive Committee deems inappropriate or detrimental to the Society, as determined under the suspension policies established by the Board;
 - b) A notice of the proposal to suspend the Member, accompanied by a statement of the reasons for the proposed suspension, shall be sent to the Member who is the subject of such suspension proposal. Prior to making its decision, the Executive Committee shall give the Member who is the subject of the proposed suspension an opportunity of defence;
 - c) A Member who is suspended may, within thirty (30) days of being so notified, appeal the Executive Committee's decision to the Board. A majority vote at a Board meeting shall be required to uphold the decision of the Executive Committee or reduce the period of suspension, and the decision of the Board shall be final. If a majority in favour of the suspension is not attained, the decision of the Executive Committee shall be reversed.
 - d) A suspension decision may be rescinded prior to the expiration of the suspension period under special circumstances by a two thirds vote at a Board meeting.

EXPULSION

- 2.14 A Member may be expelled from the Society by the Executive Committee by a two-thirds vote, provided that:
- a) The grounds for expulsion shall be conduct or actions which the Executive Committee deems severely detrimental to the Society, as determined under the expulsion policies established by the Board;
 - b) A notice of the proposal to expel the Member, accompanied by a statement of the reasons for the proposed expulsion, shall be sent to the Member who is the subject of such expulsion proposal. Prior to making its decision, the Executive Committee shall give the Member who is the subject of the proposed expulsion an opportunity of defence;
 - c) If expelled, the Member may - within thirty (30) days of being so notified - appeal the Executive Committee's decision to the Board and - in such a case - a two thirds vote in a Board meeting shall be required to uphold the decision of the Executive Committee and make it final, and if a two thirds vote is not attained the decision of the Executive Committee shall be reversed;
 - d) If expelled, the Member shall not be eligible to re-apply for membership in the Society for two (2) years from the date of the expulsion decision, except that this restriction may be lifted under special circumstances by a two thirds vote at a Board meeting.

PART 3 - OFFICERS

- 3.1 The Officers of the Society shall be:
- a) President;
 - b) Vice President;
 - c) Secretary; and
 - d) Treasurer.
- 3.2 To be eligible to serve as an Officer, a person must be a Director of the Society.
- 3.3 A Member may not serve for more than four (4) consecutive one (1) year terms in the same elected Officer position.

ELECTION OF OFFICERS

- 3.4 The Officers shall be elected by the Board from among the Directors at a meeting of the Board immediately following the Annual General Meeting.
- 3.5 The Officers shall serve for a term of one (one) year or until their successors are appointed or elected.

REMOVAL

- 3.6 An Officer shall cease to hold office if:
- a) a resolution to remove the Officer is passed by a two thirds vote of the Board, provided that a notice of at least 14 days of the intent to propose such resolution has been given to all members of the Board and provided that the Officer in question has been given the opportunity of defence; or
 - b) the Officer submits a resignation from the Officer's position in writing to the Society's office; or
 - c) the Officer ceases to be a Voting Member of the Society, under section 2.12 of these Bylaws; or
 - d) the Officer is absent from a combination of 3 (three) consecutive Board and or Executive Committee Meetings and the Board finds the reasons for such absence unacceptable.

PART 4 - DUTIES OF OFFICERS

- 4.1 The President shall:
- a) preside over the meetings of the Society, the Board and the Executive Committee;
 - b) serve as the chief spokesperson for the Society;
 - c) supervise the other officers in the execution of their duties;
 - d) be an ex-officio member of all committees except the Nominating Committee;
 - e) perform such other duties as may be designated by the Board or the Executive Committee.
- 4.2 The Vice President Member Services shall:
- a) carry out the duties when the President is absent
 - b) perform such other duties as may be designated by the Board, the Executive Committee or the President.
- 4.3 The Secretary shall be responsible for the maintenance of the correspondence and records of the Society and for the minutes of its meetings, and for such other duties as may be designated by the Board or the Parliamentary Authority of the Society, except that some or all of these duties may be delegated to the Society's staff or another Board member.

4.4 The Treasurer shall be responsible for the maintenance of the financial records of the Society and for such other duties as may be designated by the Board or the Parliamentary Authority of the Society, except that some or all of these duties may be delegated to the Society's staff or a Board member.

4.5 In cases where the President and Vice President are unable or unavailable to perform the President's duties, the President will delegate those duties to a Director.

PART 5 - BOARD OF DIRECTORS: GENERAL

POWERS

5.1 The Board of Directors may exercise all such powers and do all such acts and things that the Society may exercise and do, and may delegate its powers and duties to the Executive Committee, except such powers and duties that these Bylaws specifically place in the hands of the Board.

5.2 In exercising its powers, the Board shall be subject to the laws affecting the Society, the Constitution and the Bylaws. The Board shall also be subject to rules made from time to time by the Society in General Meetings, except such powers as these Bylaws specifically place in the hands of the Board.

REMUNERATION

5.3 No Director shall be remunerated for being or acting as a Director, but a Director shall be entitled to be reimbursed for all expenses necessarily and reasonably incurred by such Director while engaged in the affairs of the Society, subject to expense reimbursement policies as determined by the Board.

PECUNIARY INTEREST

5.4 A Director who has a pecuniary interest in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of such interest to the Board, shall leave the meeting while such contract or transaction is discussed, shall refrain from influencing the decision on such contract or transaction in any way, and shall otherwise comply with the requirements of the Society Act.

PART 6 - BOARD OF DIRECTORS: COMPOSITION

6.1 The Directors of the Society shall include:

- a) between Eight (8) to twelve (12) Directors elected at Large;
- b) the Immediate Past President, who shall be entitled to serve, with a vote, in an advisory capacity on the Board, for a period of up to one (1) year immediately following the expiration of such persons service as President; and
- c) if - on the expiration of an Immediate Past President's term of office as specified in 6.1.c above - the then outgoing President is re-elected as President or is unable or unavailable to serve as immediate Past President for any other reason, the Board shall be entitled to appoint a Director at Large, qualified under these Bylaws, in addition to the Directors at Large elected under 6.1.a above, to serve until the next Annual General Meeting or until a successor is appointed.

6.2 No one person shall hold more than one Director position at a time.

PART 7 - DIRECTOR NOMINATIONS, ELECTIONS, VACANCIES, REMOVAL

ELIGIBILITY

7.1 To be eligible to be nominated, elected, appointed or continue to serve as a Director, a person must be a Voting Member of the Society in good standing who is or will be nineteen (19) years or older at the time such person's proposed service on the Board is to commence.

TERMS OF OFFICE

- 7.2 The Directors shall be elected for terms of office of two (2) years or until their successors are elected or appointed, such terms of office commencing and ending upon the adjournment of the respective Annual General Meeting.
- 7.3 At the discretion of the Executive Committee, the terms of office of the Directors shall be staggered, so that about half of the Directors are elected in odd-numbered years and half of them are elected in even-numbered years.

NOMINATIONS

- 7.4 Approximately sixty (60) days before the Annual General Meeting, the Board shall appoint a Nominating Committee, for the purpose of soliciting nominations for the Director positions which will be open for election. The Nominating Committee can be appointed from the General Membership.
- 7.5 Nominations can be accepted from the floor at the Annual General Meeting.

ELECTION OR APPOINTMENT OF DIRECTORS AT LARGE

- 7.6 The Directors at large shall be elected or appointed as follows:
- a) If no nomination for a Director at Large position(s) is received, the incoming Board shall be entitled to appoint a Director at Large, qualified under these Bylaws.
 - b) If only one nomination for each Director at Large position is received, the nominee shall be declared elected by acclamation.
 - c) If more than one nomination for each Director at Large position is received, the Executive Committee shall initiate an election. This will take place at the Annual General Meeting. The person receiving the largest number of votes shall be elected. Where a tie makes the vote inconclusive, such tie shall be resolved by a method as determined by the Executive Committee.

VACANCIES

- 7.7 In the event of a vacancy in a Director position, the Directors may appoint a person qualified under these Bylaws to fill such vacancy, and such appointment shall be effective until the adjournment of the next Annual General Meeting, and the remainder of the term - if any - shall be filled by a person elected by the Members of the Society, in a similar manner to other nominations and elections under these Bylaws.
- 7.8 Notwithstanding 7.7, in the event of a vacancy in the office of President, the Vice President appointed by the Executive Committee shall assume the office of President for the remainder of the term.

REMOVAL

- 7.9 A Director shall cease to hold office if:
- a) the Director submits a resignation from the Director's position in writing to the Society's office; or
 - b) the Director ceases to be a Voting Member of the Society, under section 2.12 of these Bylaws; or
 - c) the Director is absent from 3 (three) consecutive Board Meetings and the Board finds the reasons for such absence unacceptable.

PART 8 - GENERAL MEETINGS

- 8.1 Meetings of the Members of the Society shall be called General Meetings, and shall be held at the times and places, in compliance with the Society Act, that the Directors decide.
- 8.2 The voting assembly during General Meetings shall consist of the Voting Members of the Society. Non-Voting Members shall be entitled to attend General Meetings and speak on motions, but shall not be entitled to make motions or vote.

- 8.3 General Meetings shall include Annual General Meetings and Special General Meetings, and any adjournments thereof.
- 8.4 The Annual General Meeting shall be held once in every fiscal year and not more than 15 months after the adjournment of the previous Annual General Meeting. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Board and the financial statements of the Society shall be presented.
- 8.5 The Directors or the Executive Committee may, upon a written requisition signed by not less than ten percent (10%) of the Voting Members of the Society - shall convene a Special General Meeting within twenty one (21) days of receipt of such requisition.
- 8.6 A quorum during General Meetings shall be nine (9) voting members in good standing.
- 8.7 Voting by proxy shall not be permitted.

NOTICE OF A GENERAL MEETING

- 8.8 Notice of a General Meeting shall specify the place, day, and time of the meeting, and the business to be transacted. In the case of a Special General Meeting, no resolutions except those which are specified in the notice of the meeting shall be considered during such a meeting.
- 8.9 In accordance with the Society Act, a written notice of not less than fourteen (14) days of a General Meeting shall be sent to each Member in good standing and to the Auditor. Email notification will constitute written notice.
- 8.10 Notice of a General Meeting may be via local newspapers provided that this method of notification is approved at the Annual General Meeting each year.
- 8.11 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice, shall not invalidate the proceedings at that meeting.

PART 9 - PROCEEDINGS OF DIRECTORS

MEETINGS

- 9.1 The Regular Meetings of the Directors shall be held at times and places, in compliance with the Society Act, which the Directors, the Executive Committee or the President may decide. There shall be at least six (6) meetings of the Directors in each calendar year.
- 9.2 Special Meetings of the Board may be called by the President, and shall be called within fourteen (14) days of the receipt of a written request for such a meeting by five (5) or more Directors.
- 9.3 A quorum during Board meetings shall be a majority of the voting Directors holding office, provided that at least two (2) Officers shall be present.
- 9.4 The Directors may conduct their business by teleconference calls, video-conference or by other electronic means, provided that all the Directors have been notified and provided that a quorum of the Directors shall participate in such calls.
- 9.5 A resolution in writing, signed by all the Directors and placed with the minutes of the Directors shall be as valid and effective as if regularly passed at a meeting of the Directors.

NOTICES OF BOARD MEETINGS

- 9.6 A notice of at least seven (7) days of a Board meeting shall be given to all the Directors.

- 9.7 Notwithstanding Section 9.6, the notice of a Board meeting may be waived or reduced by a unanimous vote of all the Directors then in office.
- 9.8 Notwithstanding Sections 9.6 and 9.7, it shall not be required to give the full seven (7) day notice of a Board meeting to a newly elected or appointed Director if such meeting was previously scheduled to be held within less than seven (7) days of such Director's election or appointment.
- 9.9 Notwithstanding 9.6 and 9.7, a Director who may be absent temporarily from the Province may send to the Society's office a written waiver of notice of any meeting of the Directors and may, at any time, withdraw the waiver. Until the waiver is withdrawn:
- a) no notice of meetings of Directors shall be sent to that Director, nor shall the consent of such Director be required to waive or reduce the notice of a Board meeting; and
 - b) any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

PART 10 - COMMITTEES

- 10.1 The Standing Committees of the Society shall include the Executive Committee, and such other Standing Committees as may be established from time to time by the Board. The Board may appoint the members of all Standing Committees, or it may delegate this authority to the President or the Executive Committee or to the chair of the Standing Committee. The chair of the Executive Committee shall be the President, and the chairs of other Standing Committees shall ordinarily be appointed from amongst the Directors.
- 10.2 The Voting Members of the Society, the Board, the Executive Committee or the President may establish ad-hoc committees, appoint their members, and prescribe their duties and terms of reference, and such committees shall be dissolved upon concluding their tasks and presenting their final reports, or upon being discharged by the appointing body.
- 10.3 The President shall be an ex-officio member of all committees, except the Nominating Committee.

COMMITTEE PROCEDURES, QUORUM, VOTING

- 10.4 The chair of a committee may, and – at the request of two (2) or more members of the respective committee – shall call a meeting of the committee.
- 10.5 Unless otherwise prohibited by these Bylaws or by a committee's terms of reference, a committee may transact its business by teleconference calls or other electronic means, provided that all of its members have been notified and provided that a quorum of the committee shall participate in its proceedings.
- 10.6 The quorum of a committee of the Society shall be a majority of its members then in place, except that in no event shall a quorum of the Executive Committee be less than three (3).
- 10.7 Except for the Executive Committee, committee members may be selected from among the Directors or from outside the Board, at the discretion of the body which appoints the respective committee. Unless otherwise prohibited from voting by these bylaws or by the committee's terms of reference, all committee members, including those from outside the Board, shall be voting members of the committee.

EXECUTIVE COMMITTEE

- 10.8 The Executive Committee shall consist of the Officers of the Society and the Coordinator of the Society, and shall be responsible for the management of the affairs of the Society between Board meetings. In carrying out its duties, the Executive Committee shall comply with the Society Act, the Constitution and Bylaws, and any guidelines and policies established by the Board. The Executive Committee shall report its activities to the Board.
- a) The Coordinator shall be a non voting member of the Executive Committee who shall not be counted in calculating a quorum or in determining whether a quorum is present, who shall be appointed by the Board, and whose duties shall be as determined by the Board or the Executive Committee.

PART 11- SEAL

- 11.1 The Board may provide a common seal for the Society and they shall have the power from time to time to destroy such seal and replace it with a new seal.
- 11.2 The common seal shall be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Secretary.

PART 12 - SIGNING OFFICERS

- 12.1 The signing officers for the Society shall be as designated by the Executive Committee and may be selected from among the officers and the staff members of the Society. Two signatures shall be required for all cheques and contracts.

PART 13 - FISCAL YEAR

- 13.1 The fiscal year of the Society shall be from November 1 to October 31 of the following year.

PART 14 - BORROWING

- 14.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in an amount not exceeding \$25,000.00 during one fiscal year.
- 14.2 The Members may, by a Special Resolution, authorize the Board to borrow an amount larger than the one specified in 14.1 during a given fiscal year.

PART 15 - PARLIAMENTARY AUTHORITY

- 15.1 The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Society in all cases to which they apply and in which they are not inconsistent with the Society Act or with the Society’s Constitution and Bylaws.

PART 16 - BYLAWS

- 16.1 On being admitted to membership each Member is entitled to and the Society shall give such Member, upon request, without charge, a copy of the Constitution and Bylaws of the Society.
- 16.2 These Bylaws may be amended by a Special Resolution.