

**PIONEER THRESHERMANS ASSOCIATION AT TRIANGLE
SOCIETY CORPORATE ACCESS NUMBER 500039524
BY-LAWS**

MEMBERSHIP

(1) Membership fee, if any, in the society shall be determined, from time to time, by the members at an Annual General Meeting and is to follow the calendar year. Any person being of the full age of 18 years, may become a member, also any Youth until the age of 18 years old but without voting privileges.

(a) Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

(b) Limitation of liability of members

No member of the society is, in his individual capacity, is liable for a debt or liability of the society.

BOARD OF DIRECTORS

(2) Directors shall mean the Board of Directors of the society.

(3) the Directors shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.

(a) A special meeting of the Board of Directors may be called on the instructions of any two members provided they request in writing the President to call such meeting, and state the business to be brought before the meeting, and shall be called by 3 days notice by fax or telephone.

(b) Any four (4) members of the Executive Committee and Board of Directors shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly scheduled meeting of the society; otherwise they shall be null and void.

(c) A person appointed or elected as director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment, and has been a member for six (6) months, and has attended three (3) meetings within that six months. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

(d) Any board member absent for three (3) consecutive meetings, without prior authorization, shall be contacted by the Secretary, verbally or by letter or email, to advise that they are suspended and another member appointed or elected at the next monthly meeting.

(e) Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

(f) The society indemnifies each director or officer against all costs or charges that result from any act done in his/her role for the society. The society does not protect any director or officer for acts of fraud, dishonesty or bad faith. No director or officer is liable for the acts of any other director, officer or employee. No director or officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any persons, firm or corporation dealing with the society. No director or officer is liable for loss due to an oversight or error in judgement, or by an act in his/her role for the Society, unless the act is fraud, dishonesty or bad faith.

EXECUTIVE COMMITTEE

(4) The Executive Committee, is comprised of the elected President, Vice President, Secretary, Treasurer, or Secretary/Treasurer, and the immediate Past President (non-elected) and the Board of Directors and shall be known as the Officers of the Society.

PRESIDENT

(5) The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board of Directors. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

SECRETARY

(6) It shall be the duty of the secretary to attend all meetings of the society and of the directors, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Directors.

(a) The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Directors.

(b) The Secretary shall also keep a record of all the members of the society and their addresses, send all notices to the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

TREASURER

(7) The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Directors may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Directors whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any Annual General Meeting for the election of officers shall so decide.

AUDITING

(8) The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for the purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. December 31st in each year shall be the end of the fiscal year of this society.

(a) The books and records of the society may be inspected by any member of the society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Executive shall at all times have access to such books and records.

(b) Immediate family members shall not hold positions which require them both to have signing authority at any Bank, Trust Company, or Credit Union or Treasury Branch.

MEETINGS

(9) The society shall hold an Annual General meeting on or before the 31st of March in each year, of which due notice shall be given to all members by notice in the local newspaper three (3) weeks prior to the date of the meeting and by posting a notice prominently on the Pioneer Threshermans at Triangle official website and may also be posted on the social media sites. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer or Secretary-Treasurer and seven (7) Directors. The officers and directors so elected shall form an Executive and a Board of Directors, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next monthly meeting. Any member in good standing, and has been a member for six months, and has attended three meetings within that six months, shall be eligible to any office of the society.

(a) Meetings of the society may be called at any time by the Secretary upon the instructions of the President, or Directors by notice in the local newspaper three (3) weeks prior to the date of the meeting and by posting a notice prominently on the Pioneer Threshermans at Triangle official website and may also be posted on the social media sites.

(b) A special meeting of this Society shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, notice shall be by posting a notice prominently on the Pioneer Threshermans At Triangle official website and may also be pasted on the social media sties eight (8) days prior to the meeting.

(c) Seven (7) members in good standing shall constitute a quorum at any regular meeting.

VOTING

(10) Any member who has not withdrawn from membership nor has been suspended nor expelled as herein provided, and has been a member for two (2) months. shall have a right to vote at any meeting of the society. Such votes shall be made in person and not by proxy or otherwise.

REMUNERATION

(11) Unless authorized at any meeting no officer or board member or member of the society shall receive any remuneration for his services.

BORROWING POWERS

(12) For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall the above transactions occur without the sanction of a Special Resolution of the society.

BY-LAWS

(13) The By-laws by which a society is governed shall, so far as they are not contrary to an expressed provision of the current Societies Act, continue in force until altered or rescinded.

(a) The By-laws may be rescinded, altered or added to by an “Special Resolution” passed by a majority of not less than three-fourths of such members entitled to vote as are present in person, at the Annual meeting of which one month’s written notice specifying the intention to propose the resolution as an extraordinary resolution has been given.

DISSOLUTION

(14) The society may be dissolved and the remaining assets be donated to an organization with similar objects and which qualifies under current Alberta Legislation, at a Special Meeting of the Society members, by passage of a special resolution as defined and prescribed in the Societies Act provided that sixty (60) days notice specifying the intention to propose the resolution has been given.

Voted and passed at the Annual General Meeting on March 25, 2019

Service Alberta Registries – Proof of Filing as of April 10, 2019

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