

BY-LAWS of
CLASSROOM AGRICULTURE PROGRAM

INTERPRETATION

1. In these By-Laws, unless the context otherwise requires:

a)“By-laws” means the By-laws of the Classroom Agriculture Program;

b)"Members" means the Full Members, Associate Members and Partners;

c)“Ordinary Resolution” means a resolution:

- (i) passed at a meeting of the Steering Committee of which not less than 15 days notice has been duly given; and
- (ii) by a majority of not less than 50% of the votes of the Representatives of the Members who, if entitled to do so, voted in person or by proxy;

d)“Program” means the Classroom Agriculture Program;

e)“Representative” means an individual duly authorized by a Member to act on behalf of that Member as its representative to the Steering Committee in accordance with these by-laws;

f)"Special Resolution" means the resolution passed:

at a meeting of the Steering Committee of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given, by a vote of not less than seventy-five percent (75%) of the Representatives who, if entitled to do so, vote in person or by proxy; or

a resolution proposed and passed as a Special Resolution at a meeting of the Steering Committee of which less than twenty-one (21) days notice has been given, if all the Representatives entitled to attend and vote at the meeting so agree, or

a resolution consented to in writing by all of the Representatives who would have been entitled at a meeting of the Steering Committee to vote on the resolution in person or by proxy.

g)“Steering Committee” means the Steering Committee of the Classroom Agriculture

Program.

h)“CAP Coordinator” means the employee or volunteer designated to coordinate the Classroom Agriculture Program

PROGRAM OBJECTIVES

2. The objective of the Program is to promote agriculture and the agricultural industry by educating and informing Alberta students.

OFFICE

3. The address for CAP shall be 320, 6715 - 8th Street N.E. Calgary, Alberta T2E 7H7.

MEMBERSHIP

Categories of Membership

4. The Program shall have Full Members, Associate Members and Partners.

Full and Associate Members

5. The categories of Full and Associate Member are open to any not-for-profit organization that either represents primary agricultural producers or represents members who provide services or support to primary agricultural producers.
6. Each Full Member shall appoint one voting representative to the Steering Committee.

Partners

7. The Members may, from time to time, invite governmental and non-governmental organizations or other persons interested in promoting the agricultural industry in Alberta's classrooms to become a Partner.
8. Only Partners designated under the top level partnership tier may appoint one voting representative to the Steering Committee. Definition of Partnership tiers to be regularly reviewed and defined by the membership based on financial needs of the Program.

Conditions of Membership

9. No organization or person shall be admitted as a Member, Associate Member or a Partner unless the organization:
 - a) has been authorized by ordinary resolution of its Board of Directors or equivalent governing body to become a Full Member, Associate Member or Partner, as the case may be, and to actively participate in the Program;
 - b) agrees to remain as a Member for no less than two years from the date of admission;
 - c) has been approved as a Full Member, Associate Member or Partner by the Steering Committee;
 - d) pays the base membership fee for the Program established, from time to time, by majority vote of the Steering Committee for Full Member, Associate Member or Partner, as the case may be, and any agreed upon cash or in-kind contributions;
 - e) demonstrates a philosophy that is consistent with the objectives of the Program;
 - f) actively supports the Program within their respective organization by:
 - (i) distributing information about the Program within their own organizational network; and
 - (ii) partnering and co-operating with the Program where possible;
 - g) actively supports the Program in interactions and opportunities outside their respective organizations; and
 - h) assists in locating sources of funding or in-kind contributions and advises the Steering Committee of potential sources of funding to allow the Program to continue to operate.

Membership Fees, Cash and In-Kind Contributions

10. On an annual basis the Steering Committee shall establish, by majority vote:

- a) the membership fee for the Full Members, Associate Members and Partners; and
 - b) the exposure the Full Members, Associate Members and Partners will receive in the Program material to be published for the upcoming year in consideration for payment of their membership fee.
11. On or before February 15 of each year the CAP Coordinator shall send a written notice to all Full Members, Associate Members and Partners requesting confirmation of their continued participation and enclosing an invoice for their membership fee.
 12. On or before March 31 of each year each Full Member, Associate Member and Partner shall provide written notice to the Secretary confirming whether or not they will remain a Member or Partner and, if so, provide their written commitment to pay the membership fee by June 1 of that year. Any Full Member, Associate Member and Partner not responding by March 31 shall not be guaranteed to have their information in the Program material for the upcoming year.
 13. At any time, all or some of the Full Members, Associate Members and Partners may undertake special projects the cost of which shall be paid equally by those Full Members, Associate Members and Partners agreeing to proceed with the project. Any special project shall be approved by majority vote of the Full Members and by unanimous vote of those Members agreeing to finance the special project. Recognition of Full Members, Associate Members and Partners with respect to any special project shall be determined at the time the special project is approved.

Withdrawal from Membership

14. If a Full Member, Associate Member or Partner wishes to withdraw from membership, it may do so by giving written notice to the CAP Coordinator. Any notice that a Full Member, Associate Member or Partner wishes to withdraw shall be given to the CAP Coordinator no later than March 31 of any year.

Membership Evaluation

15. The Steering Committee may evaluate the commitment of each Full Member, Associate Member and Partner on an annual basis and a Full Member, Associate Member or Partner may be removed from the Steering Committee, by a two-thirds majority vote of the Steering Committee if, in the opinion of the Steering Committee:
 - a) the Member has failed to live up to its commitments, either financial, in-kind contributions or other commitments as agreed to by the Member; or
 - b) the Member has not demonstrated goodwill toward the achievement of the objectives of the Program.
16. The Steering Committee shall evaluate the commitment of a Full Member, Associate Member or Partner on the written request of a majority of the Full Members.

Program Expenses

17. The activities of the Steering Committee shall be funded by financial and in-kind contributions from the Full Members, Associate Members and Partners and from other sources of funding.
18. The Steering Committee is to be self-financing and both the existence and the scope of the activities of the Steering Committee depend entirely on the funding raised by the Steering Committee.
19. All of the funding received by the Steering Committee shall be used for the objects of the Steering Committee and for no other purposes.

STEERING COMMITTEE

20. The Program shall be managed by the Steering Committee composed of the voting representatives appointed by each Full Member and Gold Level Partners and the non-voting representatives appointed by the Associate Members and other Levels of Partners.
21. Representatives on the Steering Committee must be individuals, at least eighteen (18) years of age and appointed by a Full Member, Associate Member or Partner.

Term of office

22. The term of office of each Representative shall:

- a) commence immediately on the Representative being appointed to the Steering Committee by the Member; and
- b) expire immediately on a replacement Representative being appointed to the Steering Committee by the Member.

Vacancies

23. The office of a Representative on the Steering Committee shall be automatically vacated:

- a) if at a special meeting of Steering Committee, a resolution is passed by two-thirds (2/3) of the Representatives present at the meeting that the Representative be removed from office; but in any event, a Representative shall not be removed from office without reasonable cause;
- b) if a Representative has resigned his office by delivering a written resignation to the secretary of the Steering Committee; or
- c) if a Representative has been removed from office by the Member who elected or appointed the Representative.

24. Any vacancy in a Representative position shall be filled by another Representative elected or appointed by the Member whose Representative's position was vacated.

25. If as a result of vacancies there is not a quorum of Representatives, the remaining Representatives shall forthwith call a meeting of the Members to fill the vacancies.

Remuneration of Representatives

26. The Representatives shall serve as such without remuneration and no Representative shall directly or indirectly receive any profit from his position as such; provided that a Representative may be paid an honorarium and reasonable expenses incurred by him in the performance of his duties by the Member appointing him as a Representative.

Sub-Committees

27. The Steering Committee may establish sub-committees as the Steering Committee may from time to time consider necessary and may provide for the election of the members and the chair of the sub-committee, the governance and operation of the sub-committee and the duties and functions of the sub-committee. The Steering Committee may from time to time dissolve, suspend or re-establish any sub-committee.
28. A sub-committee so formed shall, in the exercise of the power delegated to it, conform to any rules imposed on the sub-committee by the Steering Committee and shall report every act or thing done in exercise of its powers to the earliest meeting of the Steering Committee to be held next after it has been done. The members of the sub-committee may meet and adjourn as they think proper.

Outside Expertise

29. The Steering Committee and the sub-committees, with the prior approval of the Steering Committee, may appoint experts or persons having special technical or other knowledge to advise the Steering Committee or a sub-committee from time to time.

MEETINGS OF THE STEERING COMMITTEE

Place and Frequency of Meetings

30. The Steering Committee may hold its meetings at such place or places as it may determine from time to time.
31. The Steering Committee shall meet at least twice each year and at such other times as may be required for the proper management of the Steering Committee and the Program.

Meeting by Telephone

32. If the majority of the voting Representatives on the Steering Committee or a sub-

committee consent, a Representative may participate in a meeting of the Steering Committee or sub-committee by means of such telephone or other communication facilities as permit all persons participating at the meeting to hear each other, and a Representative participating in such meeting by such means is deemed to be present at the meeting. Such consent shall be effective whether given before or during the meeting to which it relates and may be given with respect to all meetings of the Steering Committee or a sub-committee.

Notice of Meeting

33. A Steering Committee meeting may be formally called by the Chair of the Steering Committee or by the Secretary on direction from the Chair or by the Secretary on direction in writing by two (2) Representatives. Notice of such meetings shall be delivered, telephoned or sent by e-mail or facsimile to each Representative not less than fifteen (15) days before the meeting is to take place. The statement of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
34. A notice of meeting of the Steering Committee need not specify the purpose of or the business to be transacted at the meeting except in the case of any proposal to amend the by-laws, to suspend or expel any Member or Representative or to approve operating budgets.
35. The Steering Committee may appoint a day or days in any month or months for regular meetings at an hour and a place to be named and of such regular meetings no notice need be given or sent provided that no Special Business will be dealt with at the meeting.

Chair

36. The chair of the Steering Committee shall be elected annually from among the Representatives appointed by the Full Members.
37. If at a meeting the Chair determined in accordance with paragraph 36 is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the

Representatives present may choose one of their numbers to be Chair of the meeting.

Voting

38. Whenever possible the Steering Committee will make decisions on the basis of group consensus. However, in the event that it is necessary to decide any matter by vote of the Steering Committee, a vote shall be conducted. In the case of a tie vote, the Chair shall cast the deciding vote.

Quorum

39. The quorum at any meeting of the Steering Committee shall be a simple majority of the Representatives of the Steering Committee entitled to attend the meeting and vote.

Adjournment

40. No business, other than the adjournment or termination of the meeting, shall be transacted at any meeting unless a quorum is present at the commencement of the meeting, but a quorum need not be present throughout the meeting. If within half an hour from the time appointed for a meeting of the Steering Committee a quorum is not present the meeting shall be adjourned.

Resolution in Lieu of Meeting

41. A resolution in writing signed by all of the Representatives entitled to vote on that resolution at a meeting of the Steering Committee or sub-committee, if any, is as valid as if it had been passed at a meeting of the Steering Committee or sub-committee.

Errors in Notice

42. An error or inadvertent omission in a notice of a meeting of the Steering Committee shall not invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.

43. Any Representatives may at any time waive notice of any such meeting and may ratify and approve any and all proceedings taken or had thereat.

OFFICERS

44. There shall be Secretary and a Treasurer and such other officers as the Steering Committee may determine from time to time.

Secretary

45. The Secretary shall:

- a) be provided by the Member hosting the Steering Committee meeting;
- b) record all votes and keep minutes of the meeting of the Steering Committee;
- c) provide a copy of the minutes of the meeting of the Steering Committee to the CAP Coordinator and Alberta Beef Producers within thirty (30) days of the meeting;
- d) perform all other duties from time to time imposed on the Secretary by the Steering Committee.

46. In the absence of the Secretary from a meeting, the Steering Committee shall appoint another person to act as Secretary at the meeting.

Treasurer

47. The Treasurer shall:

- a) have the custody of the funds and securities of the Steering Committee and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Steering Committee in the books belonging to the Steering Committee and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Steering Committee in a chartered bank or trust company;
- b) disburse the funds of the Steering Committee as may be directed by the proper

authority, taking voucher for these disbursements;

- c) render to the Chair at regular meetings of the Steering Committee, or whenever the Representatives may require it, an accounting of all transactions and statements of financial position of the Steering Committee;
- d) render financial statements to the Representatives and Members when required; and
- e) perform all other duties from time to time imposed on the Treasurer by the Steering Committee.

48. The treasurer's duties may be delegated to staff employed by Alberta Beef Producers.

49. The books and records of the Steering Committee may be inspected by any Representative of the Steering Committee upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

50. All cheques shall be signed by those persons authorized to sign cheques on behalf of Alberta Beef Producers.

Execution of Contracts

51. Contracts shall be signed on behalf of the Steering Committee by the Chair of the Steering Committee and by the representative of the Member organization that is managing the financial records of CAP.

52. Contracts shall be housed in the same location as the minutes of the Steering Committee meetings.

Fiscal Year

53. The fiscal year of the Steering Committee shall begin on April 1 of each year and shall end on March 31 of the next year.

BY-LAWS

54. On being admitted to membership, a Member is entitled to, and the Steering Committee shall, if so requested, give him, without charge, a copy of the By-Laws of the Steering Committee. The books and records of the Steering Committee may be inspected by any Member in good standing at any time upon giving reasonable notice to the Secretary and the Treasurer.

Amendments

55. These By-Laws may be amended, added to or repealed by a special resolution of the Steering Committee. The enactment, amendment or repeal of any By-Law shall not be enforced or enacted upon until notice of such enactment, amendment or repeal has been served on each Full Member, Associate Member and Partner. Notice of any meeting of the Steering Committee called to consider the enactment, amendment or repeal of any By-Law shall set out the substance of the proposed enactment, amendment or repeal in full.

Communication and Notices

56. Except as otherwise specified herein any notice given hereunder shall be given in writing, by delivery in person to the Member or Representative by mail, facsimile or e-mail properly addressed to each Member or Representative to whom given, with postage and charges prepaid, if applicable. A notice given under any provision hereof shall be deemed given only when received by the Party to whom such notice is directed.
57. The address for notice shall be the address for the Member or Representative that appears in the records of the Steering Committee.
58. The Members or Representatives may change their address, telephone number, fax number and e-mail address by written notice to the Secretary of the Steering Committee.

EFFECTIVE DATE OF THE BY-LAWS

59. These by-laws shall come into effect upon being approved by the Full Members.

As of January 17, 2011