



The Name of the Society is Westlock & District Tractor Museum Foundation Operating as Canadian Tractor Museum.

This document is the Bylaws of the Canadian Tractor Museum. It is used to regulate the transactions and affairs of the museum.

1. MEMBERSHIP

1.1 Terms of Admission of Members

1.1.1 Membership in the Westlock & District Tractor Museum Foundation shall be divided into three classes;

- a) Lifetime Membership (LM)
- b) Annual Membership (AM)
- c) Annual Admissions Pass Membership (AAPM)

1.1.2 A Lifetime Membership (LM) is available to any citizen of Canada sixteen years of age or older. This person may become a Lifetime Member by paying a fee, at a rate that has been established by policy, and by a favorable vote passed by the majority of members at an Annual General Meeting or Special Meeting of the Foundation. Once voted in and fees paid, this person becomes a lifetime member with all rights and responsibilities.

1.1.3 An Annual Membership (AM) is available to any citizen of Canada sixteen years of age or older. This person may become an Annual Member by paying a fee, at a rate that has been established by policy, and by a favorable vote passed by the majority of members at an Annual General Meeting or Special Meeting of the Foundation. Once voted in and fees paid, this person has an annual membership for one year effective of the date of payment. An annual membership must be renewed upon expiry and annual membership fees paid in order to continue with membership. Once voted in and fees paid, this person becomes an annual member with all rights and responsibilities.

1.1.4 An Annual Admissions Pass Membership (AAPM) is available to any citizen of Canada twelve years of age or older. This person may obtain an Annual Admissions Pass Membership by paying an annual admissions membership fee, at a rate that has been established by policy. Once the fee has been paid, this person has an Annual Admissions Pass Membership for one year effective of the date of payment. An Annual Admissions Pass Membership must be renewed upon expiry and all fees paid in order to continue with membership. Once fees are paid, this person becomes an Annual Admissions Pass member with all rights and responsibilities applicable to them.

1.2 Rights and Responsibilities

1.2.1 All memberships are non-transferable.

1.2.2 All members have the right to attend all Annual General Meetings, Special Meetings and Foundation Board Meetings.

1.2.3 All members must adhere to the Society By-laws, Objectives and Policies.

1.2.4 All members, that are not expelled or suspended, have the right to visit the Canadian Tractor Museum during open hours without having to pay an admission fee.

1.2.5 All Lifetime and/or Annual Members that are not expelled or suspended shall be eligible for a position of Director or Officer of the Foundation Board.

1.3 Resignation or Expulsion of Members

1.3.1 Any member wishing to withdraw from membership for any reason whatsoever may do so upon written notice in writing to the Foundation Board of Directors through its Secretary and/or Administrator.

1.3.2 Any member may be expelled or suspended from their membership in any class for any reason whatsoever which the society may deem reasonable by a favorable vote passed members at an Annual General Meeting or Special Meeting of the Society. Written notice of expulsion or suspension must be mailed out to the expelled or suspended member at their last known address on file within seven (7) days from date of decision.

1.4 Voting Rights

1.4.1 Any Lifetime or Annual member who has not withdrawn from membership nor has been suspended or expelled shall have the right to one vote at any Special or Annual General Meeting.

1.4.2 An Annual Admissions Pass Membership does not come with voting privileges.

1.4.3 All votes must be done in person and not by proxy or otherwise.

1.4.4 A tie vote is a no vote.

1.4.5 A majority vote is a simple majority of the votes of the all members present at the meeting.

2. MEETINGS

2.1 Calling Annual General Meetings

2.1.1 This society shall hold an Annual Meeting on or before May 31 in each year, of which notice is provided to the general public by means of a written notice carried in the local community newspaper in each of the two weekly distributions prior to the date of the meeting.

2.1.2 All meetings are open unless otherwise requested.

2.2 Calling Special Meetings

2.2.1 Special General Meetings of the Foundation may be called at any time by the Secretary, upon the instructions of the President, of which notice is provided to the general public by means of a written notice, setting forth the reasons for calling such meeting, carried in the local community newspaper in each of the two weekly distributions prior to the date of the meeting. Only issues stated on Notice of Meeting shall be discussed.

2.2.2 Special General Meetings of the Foundation must be called by the President or Secretary upon receipt of a petition signed by one-third of all members, that are not expelled or suspended, of which notice is provided to the general public by means of a written notice, setting forth the reasons for calling such meeting, carried in the local community newspaper in each of the two weekly distributions prior to the date of the meeting. Only issues stated on Notice of Meeting shall be discussed.

2.2.3 Special General Meetings of the Foundation may also be called by giving ten days' notice in writing mailed to each member, or by three days' notice in person, by telephone or email or arranged at previous meeting.

2.3 Quorum at Annual General Meetings or Special Meetings

2.3.1 25% of all Lifetime and Annual Members shall constitute a quorum at all general and special meetings.

3. DIRECTORS AND OFFICERS

3.1 Appointment and Removal of Directors and Officers

3.1.1 Board or Board of Directors shall mean the members elected to The Westlock & District Tractor Foundation Board. "The Board of Directors shall be made up of one (1) President, one (1) Vice President, five (5) Board Members and one (1) Office of Secretary and one (1) Office of Treasurer or one (1) combined Office of Secretary/Treasurer. All Directors and Officers must hold either a Lifetime or an Annual membership.

3.1.2 The individual position(s) of the President, the Vice President, the five Board Members and the Secretary/Treasurer Officer will be elected by a favorable vote passed by a majority of the members at an Annual General Meeting or Special Meeting of the Society. They must consent to serving in this role beforehand. If absent from the meeting, this consent must be in delivered to either the Secretary or Administrator in writing within ten days of the meeting.

3.1.3 Any Director or Officer may be removed from their duties for any reason whatsoever which the members may deem reasonable by a favorable vote passed by the majority of the members at an Annual General Meeting or Special Meeting of the Society. Written notice of removal must be mailed out to the removed member at their last known address on file within seven (7) days from date of decision.

3.1.4 Any vacant position on The Westlock & District Tractor Foundation Board that needs to be filled can be filled by a favorable vote passed by a majority of the members at an Annual General Meeting or Special Meeting of the Society.

3.1.5 All current Directors and Officers are eligible to be re-elected for as many terms as wanted.

3.2 Duties of Directors and Officers

3.2.1 "The Board", subject to the bylaws or directions given it by majority vote at any Annual General Meeting or Special Meeting, properly called and constituted, shall have full care, control, management and administrative management of the affairs of the Foundation.

3.2.2 "The Board", shall establish and enforce policies and procedures as it deems necessary to address all aspects of management and administration of the affairs of the Foundation.

3.2.3 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.

3.2.4 Special Meetings of the Board may be called at any time by the President or any two Directors or Officers by giving ten days' notice in writing mailed to each member, or by three days' notice by telephone or email or arranged at previous meeting.

3.2.5 Fifty percent (50%) of the Foundation Board shall constitute a quorum, and board meetings shall be held without notice if a quorum of the Board is present provided however, that any resolutions or business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

3.2.6 The President, the Vice President, the Board Members and the Secretary and/or Treasurer shall each have one vote at any Westlock & District Tractor Foundation Board Meeting unless otherwise stated.

3.3 Payment to Directors and Officers

3.3.1 Directors and Officers of the Board will be unpaid members unless stated by resolution or policy at a Board Meeting.

3.3.2 Directors and Officers of the Board may be reimbursed for expenses and mileage as approved by "The Board".

3.3.3 Directors and Officers of the Board that are to be paid any remuneration must have their remuneration pre-approved by "The Board" and they must adhere to a Conflict of Interest Policy.

4. FINANCIAL AFFAIRS

4.1 Auditing the Books

4.1.1 It shall be the annual duty of the "The Westlock & District Tractor Museum Foundation Board", at the end of the fiscal year to appoint a qualified accountant or two Lifetime or Annual members to audit the Foundation's Books and records.

4.1.2 "The Board" shall establish and adhere to a policy outlining a standard practice of audit procedures to be followed.

4.1.3 The books and records of the Secretary and the Treasurer and/or Secretary/Treasurer shall be audited at least once after the end of the fiscal year and prior to the Annual General Meeting in accordance to the policy as established by "The Board".

4.1.4 A complete and proper statement of the standing of the books for the previous year shall be submitted at the Annual General Meeting of the Foundation. The fiscal year of the Foundation in each year shall be January 31.

4.2 Treasurer

4.2.1 It shall be the duty of the Treasurer or Secretary/Treasurer to conduct all banking business through an authorized bank account as "The Board" may order.

4.2.2 He/she shall properly account for the funds of the Westlock & District Tractor Museum Foundation Board and keep such books as may be directed.

4.2.3 He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the General Annual 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 Westlock & District Tractor Museum Foundation Board.

4.3 Borrowing Powers

4.4.1 For the purpose of carrying out its objects, the Foundation may borrow or raise or secure the payment of money in each manner as it thinks fit, and in particular by the issue of debentures, however this power shall be exercised only under the authority of the Foundation Board, and in no case shall debentures be issued without the sanction of a special resolution of the Foundation Board.

5. MINUTES, BOOKS AND RECORDS

5.1 Preparing and Keeping the Minutes of the Foundation and Director Meetings

5.1.1 It shall be the duty of the Secretary to attend all Annual General Meetings or Special Meetings of the Foundation and all Board of Director's meetings and keep accurate minutes. In case of the absence of the Secretary, his/her duties shall pass to either the President or a Board Member as may be appointed by the Board.

5.2 Preparing and Keeping Other Books and Records

5.2.1 The Secretary shall have charge of all minutes, records and all books of the Foundation and the Board of Directors and be under the direction of the President.

5.2.3 The Secretary shall keep a record of all the members of the Foundation and their addresses and send all notices of the various meetings as required and receive annual dues or other assessments levied by the Foundation. Such money will be promptly turned over to the Treasurer or deposited into an authorized bank account.

5.2.4 All books records shall be kept for a minimum of seven years at the Canadian Tractor Museum.

5.3 Inspecting Books and Records

5.3.1 All Lifetime or Annual Members, Directors, President or Vice President, that have not been expelled or suspended, can inspect the books and records of the Foundation any time upon giving reasonable notice and arranging a time satisfactory to the Secretary or President.

5.3.2 All books or records are to be viewed at the Canadian Tractor Museum.

5.3.3 No books or records are to leave the museum without express written permission of "The Board".

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6. SEAL

6.1 If such a seal exists, the seal shall be kept in the safe at the Canadian Tractor Museum. The seal shall be used on documents that have been approved by "The Board".

7. BY-LAWS

7.1 The By-Laws may be revised, rescinded, repealed, altered or added to by a 'Special Resolution' by a favorable vote passed by a majority of the members at an Annual General Meeting or Special Meeting of the Foundation.

8. DISSOLUTION

8.1 Upon dissolution of the Foundation, any assets, including any gaming proceeds remaining after payment of all debts and liabilities shall be

- Disbursed to eligible charitable or religious groups or purposes; or
- Transferred in trust to the Town of Westlock until such a time as the assets can be transferred from the Town of Westlock to a charitable or religious group or purpose approved by "The Board".

DATED in Westlock, Province of Alberta on the 30th day of March 2017

Signature: <u>x R.R. McFarlane</u>	Position: President (Director)	Phone: 780-349-5178
Name: Rod McFarlane	Mailing Address: 10404 103 Street Westlock AB T7P 1L1	
Signature: <u>Brent Sterling</u>	Position: Vice President (Director)	Phone: 780-349-2250
Name: Brent Sterling	Mailing Address: RR1 Westlock AB T7P 2N9	
Signature: <u>x Glen Kine</u>	Position: Board Member (Director)	Phone: 780-349-5178
Name: Glen Kine	Mailing Address: # 407 9928 105 Street Westlock AB T7P 1S7	
Signature: <u>x Bernard Wiese</u>	Position: Board Member (Director)	Phone: 780-349-5178
Name: Bernard Wiese	Mailing Address: Box 5125 Westlock AB T7P 2P4	
Signature: <u>x Garry Wood</u>	Position: Board Member (Director)	Phone: 780-349-5178
Name: Garry Wood	Mailing Address: Box 3 Site 9 RR1 Westlock AB T7P 2N9	
Signature: <u>x Annette Schwab</u>	Position: Secretary/Treasurer (Officer)	Phone: 780-398-2533
Name: Annette Schwab	Mailing Address: Box 32 Site 2 RR1 Vimy AB T0G 2J0	

This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of this information can be directed to Alberta Registries, Research and Program Development, 3rd Floor Commerce Place, 10155 102 Street Edmonton AB T5J 4L4 780-422-7838