

By-Laws of The Antigonish Farmers' Market

A. Definitions

1. In these bylaws,
 - a) "Society" means The Antigonish Farmer's Market Association
 - b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

B. Membership Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.
3. Each member who is in good standing is entitled to attend any members' meeting of the Society.
4. Every member may vote at any members' meeting of the Society after they have attended at least one previous members' meeting.
5. Membership in the Society shall consist of:
 - a) the minimum of 5 subscribers to the Memorandum of Association,
 - b) those who support the objectives of the Society,
 - c) those whose name and address is written in the Register of Members by the secretary,
 - d) those who pay an annual fee in an amount to be determined by the Society, and
 - e) as a requirement to be a member of the AFM, the person must be a vendor at the AFM.
 - f) Members of the AFM must be primary or secondary producers.
6. Membership in the Society is not transferable.
7. Membership in the Society shall cease:
 - a) upon death, or
 - b) if the member resigns by written notice to the Society, or

- c) if the member ceases to qualify for membership in accordance with these by-laws, or
 - d) if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.
8. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
9. No funds of the society shall be paid to or be available for the personal benefit of any member.

C. Members' Meetings

10. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting
11. A general or special meeting of the members may be held at any time and shall be called:
- a) if requested by the chair, or
 - b) if requested by a majority of the directors, or
 - c) if requested in writing by 25% of the members.
12. Notice to members is required for general or special meetings. The notice must:
- a) specify the date, place and time of the meeting,
 - b) be given to the members fourteen (14) days prior to the meeting,
 - c) be given to the members by newsletters, e-mail, or other electronic means or hand delivery,
 - d) specify the nature of business, such as the intention to propose a special resolution, and
 - e) the non-receipt of notice by any member shall not invalidate the proceedings.
13. An annual general meeting shall be held the 3rd Wednesday of March after every fiscal year end and notice is required which must:
- a) specify the date, place and time of the meeting,
 - b) be given to the members fourteen (14) days prior to the meeting,
 - c) be given to the members by newsletters, e-mail, or other electronic means or hand delivery,
 - d) specify the intention to propose a special resolution, and
 - e) the non-receipt of notice by any member shall not invalidate the proceedings.
14. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall

be deemed special business:

- a) minutes of the previous annual general meeting,
 - b) consideration of the annual report of the directors,
 - c) consideration of the annual financial report of the Society,
 - d) the appointment of auditors for the ensuing year, and
 - e) election of directors,
15. a) Quorum shall consist of 25% of members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
- b) All paid up active voting members shall be entitled to vote at any general meeting (Note: One membership payment equals one vote). Except as required by the bylaws, 50% plus one of the membership votes are required for a duly moved and seconded motion.
16. a) If a meeting is convened as per by-law 11(a) or 11(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the member's present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
- b) If a meeting is convened at the request of the members as per by-law 11(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
- c) When a procedural issue arises that is not covered in the Bylaws or the Rules and Regulations, Robert's Rules of Order (latest edition) will be used as a guide. At all times, the Bylaws and the Rules and Regulations will take precedence over Robert's Rules of Order.
17. The President or designate shall preside as Chair at members' meetings. In his/her absence, the Vice-President, or in the absence of both, a Director from among the Board of Directors present shall preside as chair.
18. Where there is an equality of votes, the chair shall have the deciding vote.
19. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
20. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded, it shall be held by show of hands, voting cards, or by secret ballot as the Chair may decide.

D. Directors

21. The Operations Manager cannot be a member of the Board of Directors while

holding the position of Operations Manager.

22. Any member of the society in good standing and adhering to the mandate and objectives of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member.
23. The Board of Directors shall consist of 5 directors, elected from the voting membership, plus the immediate past President, for a 3-year term and each director may sit for two consecutive terms (no director may serve longer than 6 consecutive years) after which they must take a year off to be eligible for re-election. Initially the terms of office will be staggered allowing 2 directors nominated each year and one director the third year.
24. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and an election to replace that director will be held at a general meeting of the AFM membership with all voting members present being eligible to vote. This should be held within 1 month of a director's resignation or removal from the Board.
25. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
26. The management of the Society is the responsibility of the directors. In particular, the directors may engage an Operations Manager and determine his/her duties, responsibilities and remuneration.
27. The directors may appoint an executive committee and other committees as they see fit.
28. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
 - a) upon nomination, or
 - b) if serving as a director, when the possibility of a conflict is realized.
29. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

E. Directors' Meetings

30. The board of directors shall meet no less than 6 times each year.
31. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:
 - a) specify the date, place and time of the meeting,

- b) be given to the directors, by e-mail, telephone or other electronic means,
 - c) within a reasonable time before the meeting is to take place
 - d) the non-receipt of notice by any director shall not invalidate the proceedings.
 - e) Notice can be waived for board meetings with the unanimous approval of the Board.
32. Quorum shall consist of 4 of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
 33. The President or, in his/her absence, the Vice-President or, in the absence of both, a director appointed from among the directors shall preside as Chair of the Board.
 34. At directors' meetings, where there is an equality of votes, the deciding vote shall be held by the chair.

F. Powers of the Directors

35. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage an Operations manager and to determine his or her duties and responsibilities and his or her remuneration. The directors may appoint working committees as required, example operational committee, communication committee, etc. of which members may sit, however all committees will be chaired by a director. The chair of the board has the right to attend any committee meeting.
36. One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
37. One of the officers shall be the Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.
38. One of the officers shall be the Secretary. The Secretary shall:
 - a) have responsibility for the preparation and custody of all books and records including:
 - i) the minutes of members' meetings,
 - ii) the minutes of directors' meetings,
 - iii) the register of members,
 - b) filing the annual requirements with the office of the Registrar, and have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - c) file with the Registrar:

- i) within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - ii) a copy of every special resolution within fourteen (14) days after the resolution is passed, and
 - d) have other duties as assigned by the board.
39. The directors may also appoint a Recording Secretary
- a) who is responsible for taking minutes of all board and members' meetings, and
 - b) who need not be a director.
40. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society and carry out all other duties as assigned by the board.
41. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

G. Committees of the AFMA

- 42 a) **Nomination Committee**
- i) Purpose: The purpose of the Nomination Committee is to oversee the nominations for all offices of the AFM and to conduct all elections. The role of the committee is to oversee the process of board recruitment and ensure that the composition of the board fosters decision making that is in the best interests of the AFM as a whole and be concerned with the long-term interests of the AFM.
 - ii) Any member who wishes to put their name forward or to nominate another member as a candidate must do so in writing to the Chair of the Nomination Committee not later than 14 days prior to the Annual General Meeting.
 - iii) To avoid a conflict of interest, or the appearance thereof, members of the Nomination Committee may not stand for elected office while serving on the committee.

b) Resolution Committee

- i) Purpose: the purpose of the Resolution Committee is to prepare resolutions for consideration at the Annual General Meeting and to prepare any special resolutions to be considered at meetings other than the AGM.
- ii) Committee Members: The Resolution Committee shall be made up of 3 members, one of whom must be a board member. The Resolution Committee members will be chosen by the Chair upon consultation with the board and will change yearly. Any member who wishes to sit on the Resolution Committee should communicate that interest to the Chair.
- iii) Any resolutions to be considered at the Annual General Meeting must be submitted in writing to the committee by the end of January. The role of the Resolutions Committee is to ensure that resolutions are clear in language and purpose and do not conflict with existing bylaws and operating procedures. ** The Resolution Committee shall prepare the list of resolutions and submit it to the membership no less than 14 days before the AGM.
- iv) Any special resolutions must be submitted to the Resolutions Committee 30 days prior to the meeting called to consider them. The Resolutions Committee will ensure that the special resolutions are submitted to the membership no less than 14 days before the meeting.

Please note: Any resolution cannot contradict the bylaws or operating procedures. If, for example, there is a bylaw regarding membership and a member wished to submit a resolution that conflicts with that bylaw, the resolution is out of order. The member must submit a resolution that changes the bylaw itself. Simply put, you cannot have 2 contradictory bylaws on the books.

c) Market Operations Review Committee

- i) Purpose: The Market Operations Review Committee provides a mechanism for vendor perspective and input on issues and programs relating to vendor activities and Market operations. One of the primary functions of the MORC is to prepare, conduct, and tabulate a Vendor Satisfaction survey at the end of each market season. The committee will then prepare and present a report, including recommendations, to the Board
- ii) At the beginning of each market season, the Operations Manager will invite expression of interest from member vendors for volunteer membership in the MORC. From all interested vendors, a member will be drawn in each of the 5 major product categories –
 - ✓ field produce, plants & flowers,
 - ✓ meat & fish, honey & maple,
 - ✓ prepared foods & beverages,
 - ✓ arts/crafts and
 - ✓ Bakers.
- iii) The Market Operations Review Committee should hold any meetings directly after the Market closes for the day and the meetings should last no longer than 30 minutes.
- iv) Committee members may call a meeting themselves if issues should arise. MORC members are expected to contribute their views and that of the vendors in an

honest, balanced and productive manner.

v) The goal is to have new members on the MORC each season, but vendors may serve a 2-year term. The MORC will be chaired by a board member and written reports will be made to the Board after each meeting

H. Roles and Responsibilities of the Board

43. The roles of the Board are to:

- Govern and manage the Antigonish Farmers' Market and the Antigonish Agricultural Centre in accordance with the objectives and rules of operation.
- Direct the creation, administration and evaluation of major policies
- Ensure the necessary processes are in place to achieve the outcomes and goals it has set for the Market and the Antigonish Agricultural Centre.
- Seek and/or approve sufficient voting members with a balanced product mix to ensure a viable operation
- Establish long and short-term goals and priorities for the Market and the Antigonish Agricultural Centre.
- Recommend policy changes to the membership

44. The responsibilities of the Board are to:

- Demonstrate competent, accountable, ethical and enthusiastic leadership.
- Establish and monitor human resources policies and management systems.
- Recruit, hire and evaluate the Operations Manager,
- Provide the Operations Manager with direction and support. The Board is responsible for overseeing the work of the Operations Manager.
- Provide staff (paid or volunteer) with clear expectations of the role, responsibilities, priorities, reporting relationships, and limits of authority.
- Provide effective communication with the membership.
- Provide succession planning to ensure a sustainable, effective and diverse Board of Directors.
- Be fiscally responsible. This implies that the Board must oversee the raising of funds, the spending of funds and the ways in which funds are accounted for.
- Ensure Board representation at meetings of related associations (i.e. Farmers' Markets of Nova Scotia Co-operative).
- The Board is expected to be fiscally responsible in all activities that they participate in, or attend, on behalf of the Antigonish Farmers' Market and the Antigonish Agricultural Centre. (Travel to meetings is to be co-coordinated so car-pooling is encouraged). No director of the AFMA may receive compensation merely for acting as a member of the Board; however, directors may be reimbursed for their actual expenses incurred while serving on the Board or carrying out their duties, as authorized by the Board.

45. The Board is accountable to:

- Vendors and Customers

- Staff & Volunteers
- Umbrella Groups (i.e., as member of Farmers' Markets of Nova Scotia Co-operative)

I. Terms of Reference for the Board of Directors

46. Members of the Board are responsible for the effective management of the organization and accountable to the membership.
47. a) Requirements of Members of the Board:
- Show commitment to the mission and goals of the Antigonish Farmers' Market and the Antigonish Agricultural Centre.
 - Be familiar with the mission, goals and ongoing activities of the Market and the Antigonish Agricultural Centre.
 - Attend meetings - board, membership, annual
 - Prepare for and participate in discussions and deliberations of the Board of Directors and membership
 - Be aware and abstain from any conflict of interest
 - Promote to the public, through word and actions, the Market's objectives, programs and activities to help foster awareness and public support.

b) Requirements of the Chair of the Board

In addition to the above requirements for all Board Directors, the Chairperson is required to

- Provide leadership and direction to the Board and Manager
- Call and chair meetings.
- Set the Board meeting schedule and agendas, in conjunction with the Manager
- Manage the Board's decision making processes and ensures it is fulfilling its responsibilities
- Plan and organize the annual general meeting
- Report to the Board and membership on major issues
- Facilitate communication between the Board and the Operations Manager, as needed.

In voting procedures, in the case of a tie, the Chairperson cast the deciding vote.

The Chairperson may remove a director from office for missing more than three meetings per fiscal year.

J. Finance

48. The fiscal year end of the Society shall be the last day of February.
49. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:

- a) balance sheet showing its assets, liabilities and equity, and
 - b) a statement of its income and expenditure in the preceding fiscal year.
50. A copy of the financial report shall be signed by the auditor or by two directors.
 51. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
 52. An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
 53. The Society may only borrow money as approved by a special resolution of the members.
 54. The members may inspect the annual financial statements and minutes of membership and director's meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
 55. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
 56. The Society shall not make loans, guarantee loans or advance funds to any director.