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1. Definition

Within these bylaws unless the context otherwise denotes;

1.1. Act; "Act" means the BC Societies Act

1.2. Society; "Society" means The South Cariboo Farmers Market Society

1.3. Bylaws; "Bylaws" means the bylaws of the Society as contained in this document and any subsequent amendments to them.

1.4. Regulations; "Regulations" means the regulations of the Society as provided for under the Act.

1.5. Community; "Community" means any individual, group of individuals or body corporate, not a member of the Society, who resides or has their offices in the service area.

1.6. Member of the Society; A "Member of the Society" is a person from the community who has expressed interest in the purposes of the Society; has agreed in writing to adhere to and uphold the Constitution, Bylaws and Mission of the Society; has paid a requisite membership fee, if any; and has been approved in accordance with these bylaws.

1.7. Board; "Board" means the collective body of individuals elected by the members of the Society as a Board of Directors in accordance with these bylaws.

1.8. Director; A "Director" is a member of the Society who has been duly elected, or as permitted under these bylaws, appointed, to serve as a member of the Board.

1.9. Officer; "Officer" means a Director of the Society who holds a specific position; namely the Chairperson, Vice-Chairperson, Past-Chairperson, Secretary, Treasurer or such other positions the Board may approve.

1.10. Staff; "Staff" are those persons specifically hired to carry on the business of the Society.

1.11. Leave of Absence; "Leave of absence" is an extended unpaid leave from Board activities which is requested in writing and pre-approved by the Board Chair.

2. Standards

2.1 Confidentiality

2.1.1 All staff, contractors, volunteers, members, Directors, will be required to keep information shared at directors and management meetings confidential, unless prior authorization granting release has been received.

2.1.2 In as much as it is necessary to keep accurate statistics, there will be no deemed breach of confidentiality in the compilation and dissemination of statistics and information, as determined and allowed for by the board, ensuring always that such information will in no way identify any single person.

2.2 Conflict of Interest

A conflict of interest will exist where a Board member, staff, contractor, or volunteer, of the Society uses any information or other property of the Society for an undeclared personal gain, either for themselves or for another non-arms-length person or entity.

2.3 Environment

The Society will support endeavors that, where possible, use products and procedures that are environmentally friendly.

3. Membership

3.1 Eligibility

3.1.1 Any person considered part of the Community who is at least 18 years of age or older may become a member of the Society subject to these Bylaws and such other Regulations as may be established by the Board and in compliance with the Act.

3.2 Members in Good Standing

Members shall be considered as members in good standing if they:

- a) Have been accepted as members by the Board of Directors for a period of three months prior to any voting or election to any office, and
- b) Have maintained their membership by payment of Society dues.

3.3 Types of Membership

- a) Regular member (Voting)

3.4 Rights and Privileges of Membership

After they have been accepted members of the Society for a period of not less than 3 months members shall be entitled to:

- a) attend Annual General Meetings and Special General Meetings of the Society and vote on issues,
- d) make presentations at a meeting of the members, subject to prior approval by the Board,
- e) petition the Board for a Special General Meeting of the membership, subject to the provisions of the Societies Act,
- f) inspect the membership list, on request to the Secretary, but may not retain a copy,
- g) serve as a Director of the Board and/or on a committee appointed by the Board.

3.5. Application for Membership

3.5.1 All applications for membership must be submitted in writing to and be approved by the Board. Such application will provide name, address, and any other information as may be deemed appropriate by the Board.

3.5.2. The Board may approve or decline any applicant based on the Board's belief of what is in the best long-term interests of the Society, and the applicant's suitability to the principles and purposes of the Society. Reasons for such approval or decline need not be given, and will not be deemed to reflect either positively or negatively on the applicant.

3.6 Record of Address

3.6.1. For the purposes of these Bylaws and any Society related communications, the address of record of any member shall be the member's address as last notified by the member, in writing, to the Society.

3.6.2. Members may elect a method of receiving any notices required under these Bylaws, either by mail, or email. The preferred method of notifications is by email and if no method is selected, notice will be sent by email.

3.6.3. It shall be the responsibility of the member to notify the Society of any change of address or other related information.

3.6.4. Any notice mailed or emailed to the member at the address of record will be deemed received by the member three days after the date and time it was posted.

3.7 Dues

3.7.1 The Board shall notify members, at their address of record, of dues required by membership and the duration for which they apply, two full calendar weeks in advance of due dates.

3.7.3. Any such amount not paid in full on the due date shall be considered delinquent. If payment in full is not received within two months of such delinquency, the member may be subject to suspension and/or cancellation of membership as provided for in these Bylaws.

3.8 Resignations, Suspension and Cancellation

3.8.1 A member shall cease to be a member if they submit a letter of resignation to the Board, or is deceased, or has been dealt with in accordance with these Bylaws.

3.8.2 Membership rights shall be suspended for non-payment of dues.

3.8.3 Rights of membership may be suspended if the member is in violation of the Vendor rules and Regulations during their participation as a vendor at the Market, at the discretion of the Market Manager. If vendor privileges have been suspended for such violation, the member may appeal in writing to the manager for a reconciliatory process and may be reinstated for vendor privileges by the Market Manager. If vendor privileges are not reinstated, no dues or fees will be refunded.

4. MEETINGS OF MEMBERS

4.1 Annual Meetings

4.1.1 In accordance with the Societies Act, the Board will hold an Annual General Meeting in each calendar year, at a time and place specified by the Board.

4.1.2 An Annual General Meeting will have been deemed to have been held having met the requirements of the Societies Act Section 72.

4.2 Proceedings at the Annual General Meeting

4.2.1 Proceedings at the Annual General Meeting will include;

- a) Adoption of the Rules of Order
- b) Report of the Board Chair and Market Manager
- c) Treasurers Report
- d) Amendment of the Constitution and/or Bylaws, or any business items to be considered by the Directors for the upcoming year.
- e) Report of the Nominating Committee
- f) Election of Directors
- g) Motion of Adjournment; no further business may be conducted at an Annual General Meeting after the election of Directors

4.3 Special General Meetings

4.3.1 The Board may at any time call a general meeting.

4.3.2 Members may requisition the Board to call a general meeting under the conditions of the Societies Act Section 75.

4.4 Notice of Meetings

4.4.1. The time and place of every Annual or Special General Meeting shall be given to each member 14 days before the date fixed for the holding of such meeting.

4.4.2. Notice mailed electronically or by post, to address of record is sufficient for notice to have been sent.

4.4.3. Notice of meeting is to include:

- a) an agenda for the meeting,
- b) any constitution or bylaw changes, indicating what the original bylaw was, and what the proposed changes are.
- c) any information concerning issues that may be part of the agenda.

4.4.4. An accidental omission or failure to notify any one member does not invalidate the requirement of notice as set out in this Section.

4.5 Quorum

4.5.1. A quorum for the transaction of business at any Annual or Special General meeting of members of the Society shall be the lesser of 3 members or 10% of the members in good standing. A minimum of 50% of the current Directors shall be in attendance.

4.6 Voting

4.6.1 Every member in good standing may have one vote.

4.6.2 Every member in good standing may vote on every resolution and motion at any Annual or Special General Meeting

4.6.3 As provided for under these bylaws, the Board may provide for indirect voting by mail or email. Such provision will;

- a) allow 14 days from the date on which the motion or resolution to be voted on is sent, for members to vote. Votes will be counted 7 days from the date when voting is closed.
- b) all information pertaining to the motion or resolution to be voted on is included by mail or email to each member's address of record.

4.6.4 The Chairperson may vote.

5. Organization of the Society

5.1 Board of directors

5.1.1. The Board shall be the governing body of the Society responsible for setting direction and policy with full authority over all affairs of the Society. Unless otherwise provided for in these Bylaws, or by the Act, all actions and decisions of the Board shall be final.

5.1.2. The Board of Directors shall be an operating Board, with executive decision making authority in all areas concerning the Society, until such time as a Manager is hired.

5.1.3. Once a Manager has been hired, the Board will delegate its day-to-day operational executive powers and will execute its responsibilities through approval of budgets, policies, and observing compliance.

5.1.4 The Board of Directors shall include the Chairperson, Vice-Chairperson, Past-Chairperson, Secretary, and Treasurer, and no more than two additional persons elected as Directors. All Directors shall be members in good standing.

5.1.5. The Board shall not have less than three Directors; and will have a maximum of seven Directors.

5.1.6. Any member in good standing may be elected as a Director except any current staff person, contractor, or any person who has had any such association in the past 12 months or as otherwise disallowed in accordance with these bylaws.

5.2 Meetings

5.2.1 Directors will meet at a time, and location, and in a manner, convenient to the directors.

5.2.2 Directors may pass a directors' resolution without a meeting if all of the directors, or a quorum of the directors, consent to the resolution in writing. Email is permitted.

5.3 Quorum

5.3.1 A quorum for the transaction of business at any Board meeting shall be one half of the Directors, plus one. If a quorum is not present, the Board may still meet but items requiring Board approval will be brought forward and voted on at the next regular meeting.

5.3.1 In the event that a Director has requested a leave of absence, for the purposes of calculating quorum the total number of Directors shall be reduced by one.

5.4 Voting

5.4.1 Decisions of the Board shall be made by a simple majority

5.4.2 A written resolution circulated to all the Directors that is personally approved and signed by a majority of them shall be;

- a) valid as if it had been passed at a Board meeting
- b) recorded as an addendum to the previous Board Minutes

5.5 Nominations and Elections

5.5.1 At least 60 days prior to the Annual General Meeting, the Chairperson shall direct a Nominating Committee to call for nominations for the Directors to be elected at the Annual General Meeting. The nomination period shall be held open for at least 21 days.

5.5.2 Names of nominated members shall be reviewed and approved by the Board and presented to the Annual General Meeting.

5.5.3 The names, biographical information and qualifications of those nominated and approved shall be distributed with the notice of the Annual General Meeting.

5.5.4 The Directors shall be elected from the approved nominees at the Annual General Meeting of the Society by acclamation or, if necessary, secret ballot.

5.5.5 In the event of a ballot, each member will be entitled to one vote for each of Directors to be elected.

5.5.6 In each election, the persons with the highest number of votes will be declared elected until the required number of Directors has been achieved.

5.5.7 In the event of a tie affecting the last available Director's position, another vote involving all those persons who were so tied shall be held.

5.5.8 The Officers of the Society shall continue to serve until their successors are chosen at the next regular Board Meeting following the Annual General Meeting.

5.5.9 As the first item of business of the first Board meeting subsequent to the Annual General Meeting, the Past-Chairperson shall chair the selection of Officers. Directors may choose the Officers by acclamation, consensus, appointment, ballot or show of hands. The Board shall cause a motion to be passed indicating which Directors are now also Officers and the positions they hold.

5.6 Terms

5.6.1 Directors shall be elected for a maximum term of two years. Directors may serve on the Board up to three consecutive terms and then will be required to step down for a period of at least one year.

5.6.2 Officers of the society shall be appointed by the Directors for a term of one year. Officers may serve up to three consecutive terms in any one position and then will be required to step down from that position for at least one term.

5.6.3 Each Director of the Society shall assume his/her duties immediately following the election and shall hold the position until his/her successor is elected and takes office, or the Director resigns from the Society, is terminated from the Society.

5.6.4 Directors or Officers may resign their positions at any time providing the resignation is made in writing.

5.6.5 A Director is deemed to have resigned their position if they have not provided written notification to the Chair, and are absent:

a) for two consecutive regular Board Meetings

b) or for fifty percent or more of the regular Board Meetings within a six month period

5.6.6 The Board may appoint a member to act in any vacant position until the next Annual General Meeting or may choose to leave the position vacant until some future time.

5.7 Board Committees

5.7.1 The Board may appoint Directors and/or members in good standing to form committees to advise on certain activities of the Society.

5.7.2 Committees will not, on their own, be able to commit the Society, and/or the Board to any course of action, nor do themselves take any course of action unless specifically pre- authorized by the Board or as allowed under these bylaws.

6. Staff

6.1 General

6.1.1 The Chairperson of the Board shall be the Chief Executive Officer of the Society. Any of his/her duties, responsibilities, and authorities may be delegated to staff as authorized by the Board.

6.1.2 The Board, having hired the Market Manager, without limiting the powers of the Board to operate the Society, will delegate operational functions to the Market Manager.

6.2 The Market Manager

6.2.1 The Market manager will report directly to the Chairperson, and liaise with other staff and all members of the Board.

6.2.2 The Market Manager will be responsible for the day-to-day operations and administration of the Society, which will include all human, financial, operational, and physical resource management.

6.2.3 The Market manager will be a full member of the Board and of any committees formed by the Society, with voice, but unless otherwise provided, without vote.

6.2.4 The Market Manager will have the authority to spend according to approved budget limits provided that funds are available.

6.2.5 The Market Manager may expend amounts as may be set by the Board on extra-budget items in the operation of the Society, without prior approval.

7 Amendments

7.1 Amendments to Bylaws and Constitution can be made by resolution at any Annual or Special General Meeting.

7.2 Amendments to these Bylaws shall be proposed and approved by the Board and a notice of proposed changes sent to the membership along with notice of the Annual General Meeting or a Special General Meeting.

7.3 Approval of amendment shall be pursuant to Section 4.6.

8. Administration of the Society

8.1 Books and Records

8.1.1 The Board shall ensure that all necessary books and records of the Society required by the Act or Bylaws are regularly and properly maintained.

8.1.2 The Board shall determine to what extent, at what times and places and under what conditions or regulations the books and records of the Society shall be open for inspection by Directors, members, and the public, as may be required in accordance with the Act.

8.2 Membership List

8.2.1 A simple list of member names and addresses shall be maintained and made available for inspection by any member of the Society upon giving reasonable notice and arranging a suitable time with the Secretary.

8.2.2 Any member shall have the right to request that any and all information of a personal or confidential nature provided to the Society, other than information required by the Act, not be published in the membership list of the Society.

8.2.3 Membership lists will not be considered a marketable commodity, and except as required by law, shall not be distributed to anyone.

8.3 Financial Year

8.3.1 Unless otherwise authorized by the Board, the financial year of the Society shall end March 31.

8.4 Budgets

8.4.1 The Board may authorize the use of funds of the Society in accordance with the approved budget, and in furtherance of the objectives of the Society.

8.4.2 Funds provided under contract, or by donor for a specific use will;

- a) be used as specified by the contract or donor
- b) in such case, separate accounting procedures will be in place to show specified use of funds

8.5 Auditing

9.5.1 The books, accounts, and records of the Society as maintained by the Secretary and Treasurer, may be audited as deemed necessary by the Board.

9.5.2 The rights and duties of the Auditor shall be those as specified by the relevant sections of the Act.

8.6 Cheques

8.6.1 All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be co-signed by two persons as follows:

- a) the Market Manager or designated staff or Director and;
- b) any one of the three Directors as designated by the Board

8.7 Indemnification of Directors and Officers

Subject to the Act, each Director or Officer of the Society, their heirs and assigns shall be indemnified, and held harmless by the Society from all claims, costs or expenses arising from any action brought against him/her as a result of the execution, in good faith, of his/her duties as a Director or Officer of the Society. This indemnification does not include any claims, costs or expenses arising from the Directors' or Officers' intentional wrongful acts or fraudulent activity.

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