

AMENDED AND CONSOLIDATED BYLAWS
YOUR LOCAL FARMERS MARKET SOCIETY
Adopted January 2015

Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - "**directors**" means the directors of the society for the time being;
 - "**registered address**" of a member means the member's address as recorded in the register of members; and
 - "*Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 - Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the first annual membership dues and any changes to those dues must be determined at the annual general meeting of the society.
7. A person ceases to be a member of the society:
 - (a) by delivering a cancellation in writing to the Secretary of the society or by mailing or delivering it to the address of the society,
 - (b) on his or her death or, in the case of a corporation, on dissolution,
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
8. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

- (3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. (1) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.
(2) A member in good standing for a minimum of 30 days prior to the date of a general meeting of members and present at the meeting is entitled to one vote.
10. Annual membership in the society is mandatory for vendors.

Part 3 - Meetings of Members

11. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The directors may, when they think fit, convene an extraordinary general meeting.
14. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
15. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 - Proceedings at General Meetings

16. Special business is
 - (1) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (2) all business conducted at an annual general meeting, except the following:
 - (a) the adoption of rules of order;
 - (b) the consideration of the financial statements;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of the auditor, if required;

- (g) any other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
17. (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) A quorum is five members present or a greater number that the members may determine at a general meeting.
 18. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
 19. Subject to bylaw 20, the Chair of the society, the Vice Chair or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
 20. If at a general meeting
 - (1) there is no Chair, Vice Chair or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (2) the Chair and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
 21. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
 22. (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to which he or she may be entitled as a member and the proposed resolution shall not pass.
 23. (1) A member in good standing for a minimum of 30 days prior to the date of a general meeting of members and present at the meeting is entitled to one vote.
 - (2) Voting is by show of hands.
 - (3) Voting by proxy is not permitted.

24. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 5 - Directors

25. (1) The directors may exercise all the powers of the society, and do all the things that the society may do, subject to
- (a) the constitution and these bylaws,
 - (b) all laws affecting the society, and
 - (c) rules, not being inconsistent with these bylaws, which may be made from time to time by the society in general meeting.
- (2) No rule made by the society in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
26. (1) There must be a minimum of five, and a maximum of eleven, directors. The number of directors shall be set by ordinary resolution of the directors.
- (2) Directors have a normal term of office of three years.
 - (3) One third of the directors, or as near to one third of the directors as is reasonably practicable, must be elected each year in accordance with Part 6 of these Bylaws.
 - (4) In an election of directors, every member in good standing has a number of votes equal to the number of vacancies.
 - (5) If the number of candidates is fewer than or equal to the number of vacancies, the candidates must be declared elected.
 - (6) Every director must be a member in good standing.
 - (7) The spouse or partner of an employee of the society must not be a director.
 - (8) No person may serve as a director for more than six consecutive years without a period of at least one year during which the person is not a director.
27. A director ceases to be a director on:
- (1) ceasing to be a member in good standing,
 - (2) the end of the director's term of office, unless the director is re-elected,
 - (3) resigning in writing,
 - (4) death,
 - (5) becoming unable to perform the duties of a director due to physical or mental disability, or
 - (6) failing to attend three consecutive meetings of the directors without the authorization of the directors.

28. The members may, by special resolution, remove a director before the expiration of that director's term of office, and may elect a successor to complete the term of office.
29. The directors may appoint a member to fill a vacancy in the directors. A director so appointed holds office only until the adjournment of the next AGM, but may be re-elected at that meeting.
30. No act or proceeding of the directors is invalid only by reason that there are fewer directors in office than the number required by bylaw 26.
31. A director must not be remunerated for being or acting as a director, but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.
32. A director must, in exercising the powers and performing the functions of a director:
 - (1) act honestly and in good faith and in the best interests of the society, and
 - (2) exercise the care, diligence and skill of a reasonably prudent person,

The requirements of this bylaw are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
33. Nothing in a contract, the constitution or bylaws, or the circumstances of a director's appointment, relieves a director from
 - (1) the duty to act in accordance with the Society Act and the regulations, or
 - (2) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the society.
34. A director who is, directly or indirectly, interested in a proposed contract or transaction with the society must disclose fully and promptly the nature and extent of the interest to each of the other directors.
35. (1) A director referred to in bylaw 34 must account to the society for profit made as a consequence of the society entering into or performing the proposed contract or transaction,
 - (a) unless
 - (i) the director discloses the interest as required by bylaw 34, and
 - (ii) after the disclosure the proposed contract or transaction is approved by the directors, and
 - (iii) the director abstains from voting on the approval of the proposed contract or transaction, or
 - (b) unless
 - (i) the contract or transaction was reasonable and fair to the society at the time it was entered into, and

- (ii) after full disclosure of the nature and extent of the interest in the contract or transaction it is approved by special resolution.
- (2) A director referred to in bylaw 34 must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

Part 6 - Nomination and Election of Directors

36. (1) The Society will set a date for the close of nominations for each election, and will give no less than six weeks' notice of such date to members. No nominations of candidates for election of directors in any election will be accepted after the close of nominations.
- (2) To become a candidate for election as a director, a member must submit, on or before the close of nominations:
- (a) the member's written consent to act as a director,
 - (b) the member's written agreement to follow these Bylaws and the Society's policies (the "Election Policies") regarding elections and campaigning, as posted from time to time on the Society's website at www.eatlocal.org/about; and;
 - (c) if requested by the Board,
 - (i) provide a candidate's statement as specified in the Election Policies; and
 - (ii) sign a certificate stating that the member:
 - (a) is qualified to act as a director,
 - (b) is aware of the duties of directors under the Act,
 - (c) has disclosed all conflicts between the candidate's personal interests and those of the Society,
 - (d) will disclose any future conflicts of interest as soon as they arise, and
 - (e) will comply with these Bylaws, and any policies set by the directors.
37. (1) The Society must give notice to the members of each election of directors and the members' right to vote, the time period for voting and the manner in which members may obtain election materials and vote.
- (2) Every member who became a member 4 weeks or more before the next annual general meeting is eligible to vote in the current election of directors.
- (3) The Society will publish election materials, including any candidates' statements contemplated under Bylaw 36(2), and voting instructions on its website.
- (4) Annually, the Board may approve one or more voting mechanisms to encourage member participation, which may include:
- (a) mail,
 - (b) ballots made available for such purpose at weekly farmers' markets operated by the Society,
 - (c) use of an interactive website, or

- (d) any other method approved by the directors.
- (5) If, at the close of nominations or at any time thereafter, the number of candidates equals the number of vacancies, the candidates must be declared elected.
- (6) If two candidates receive an equal number of votes the successful candidate must be decided by lot.
- (7) The directors must verify the name and membership number of each member who votes. The methods by which members may vote must ensure that a member's vote is confidential and verifiable, and that a member can only vote once.
- (8) A member's vote is not valid if in the opinion of the directors:
 - (a) it is illegible, unintelligible, or ambiguous, or
 - (b) there is evidence that the member did not vote, or voted for more than a specified number of candidates, or
 - (c) there is evidence that that the member voted more than once, in which case none of the votes cast by the member will be counted.
- (9) The directors may establish Election Policies not inconsistent with these Bylaws governing elections and campaigning by candidates, including dates by which:
 - (a) candidate's statements and certificates must be received,
 - (b) election materials must be delivered,
 - (c) votes must be received, and
 - (d) votes must be counted.

The Society must provide a copy of any Election Policies to all candidates, and to any member on request.

- 38. (1) The directors must appoint a nominations committee consisting of at least two members, of whom a majority are Directors, provided that any member who is standing for election must not be appointed to the nominations committee.
- (2) The nominations committee must:
 - (a) determine and communicate to members in advance of each annual election the desired qualifications, experience and other attributes needed for directors of the Society;
 - (b) before the close of nominations, identify and recruit candidates having the qualifications, experience and other attributes necessary to stand for election; and
 - (c) conduct such other matters as may be assigned by the directors.
- (3) The nominations committee will review all candidate nominations to ensure each complies with the *Society Act*, these Bylaws and the Election Policies of the Society, and will report the outcome of the review to the directors. The Board of Directors as a whole will determine if any violations identified by the nominations committee are significant enough to merit the nominee's disqualification from the list of Board

candidates. Any nominee disqualified by the directors must be informed of the reasons for that disqualification.

- (4) The nominations committee will manage the process for the election of directors and ensure that each election is conducted in accordance with the *Society Act*, these Bylaws and any applicable Election Policies of the Society.
- (5) The nominations committee may conduct additional due diligence with respect to candidates for election as directors, and may require candidates to provide additional information, provide consents to the release of information by governmental authorities and information bureaus to the Society, and be interviewed by the nominations committee or its designated representative. All due diligence conducted by the nominations committee will be conducted in compliance with applicable laws, will respect the privacy of the candidates, and will be limited to information relevant to determining the qualification and suitability of each candidate to serve as a director of the Society.
- (6) The nominations committee will oversee the preparation of the election materials to be posted on the Society's website. The nominations committee may include in the election materials information, statements or designations as to those candidates who have been recommended by the directors, including the rationale for any recommendations. The directors must not disclose to any person how any member voted.
- (7) The directors must announce the result of the election, including the number of votes received by each candidate, at the annual general meeting.

Part 7 - Proceedings of Directors

39. (1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) Quorum at a meeting of the directors is a majority of directors then in office, but no fewer than three.
- (3) A director may at any time, and the Secretary, on the request of a director, must, call a meeting of the directors. Notice is sufficient if sent by ordinary mail addressed to the director at the director's home address.
40. Subject to the Act and these bylaws, the directors may adopt rules of order, but if they do not do so then Robert's Rules of Order (Newly Revised) must be used.
41. When a meeting of the directors is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
42. A director may waive in writing notice of any meeting or meetings of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn
 - (1) no notice of meetings of the Directors need be sent to that director, and
 - (2) all meetings of the Directors, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.

43. (1) Questions arising at meetings of the Directors and committees must be decided by a majority of votes.
- (2) A resolution proposed at a meeting of the Directors or a committee must be seconded, and the chair of such a meeting may move or propose a resolution.
- (3) In the case of an equality of votes, the chair of a meeting of the Directors does not have a second or casting vote and the motion is defeated.
44. A resolution in writing, signed by all the directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Directors.
45. (1) The directors may as they think fit delegate any, but not all, of their powers to committees, provided that at least one director must be a member of each committee.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

Part 8 - Officers

46. (1) The directors must elect from amongst themselves a Chair, Vice-Chair, Secretary and Treasurer, who are the officers of the Society.
- (2) The officers have a normal term of office of one year.
- (3) The directors may also appoint or employ an executive director, who may also be titled the chief executive officer or general manager, and determine the responsibility, authority, and remuneration of that person.
47. The Chair:
 - (1) is the chief executive officer of the society,
 - (2) must supervise the other officers in the execution of their duties,
 - (3) must chair all meetings of the directors and all general meetings, and
 - (4) has the powers and duties generally pertaining to the office of Chair, subject to any restrictions imposed by the directors.
48. The Vice-Chair, in the Chair's absence, must perform the duties of the Chair.
49. The Secretary must
 - (1) issue notices and keep minutes of meetings of the society and the directors,
 - (2) have custody of all records and documents of the society except those which must be kept by the Treasurer,
 - (3) have custody of the common seal of the society, if any, and
 - (4) maintain the register of members.
50. In the absence of the Secretary from a meeting, the directors must appoint another director to act as Secretary.

51. The Treasurer must
 - (1) keep the financial records, including books of account, necessary to comply with the Society Act, and
 - (2) render financial statements to the directors, members, and others when required.
52. The offices of Secretary and Treasurer may be combined in one officer, called the Secretary-Treasurer.

Part 9 - Seal

53. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
54. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the Chair and Secretary or Chair and Secretary Treasurer.

Part 10 - Borrowing

55. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
56. A debenture must not be issued without the authorization of a special resolution.
57. The members may by special resolution restrict the borrowing powers of its directors, but a restriction imposed expires at the next annual general meeting.

Part 11 - Auditor

58. This Part applies only if the society is required or has resolved to have an auditor.
59. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
60. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
61. An auditor may be removed by ordinary resolution.
62. An auditor must be promptly informed in writing of the auditor's appointment or removal.
63. A director or employee of the society must not be its auditor.
64. The auditor may attend general meetings.

Part 12 - Notices to Members

65. A notice may be given to a member by letter or electronic mail at the member's registered address or personally or by facsimile with no less than 14 days notice.
66. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

67. (1) Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 12 applies.
- (2) No other person is entitled to receive a notice of a general meeting.

Part 13 - Bylaws

68. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
69. These bylaws must not be altered or added to except by special resolution.