

The Rosseau Farmers' Market Co-operative Inc.

BYLAWS

Ammended April 26 , 2015

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Consultation - ‘The Co-op Way’

The purposes of consultation are:

- to ensure full participation of all participants
- to promote unity within the group
- to provide a safe and supportive environment in which to encourage productive and innovative discussion
- to search objectively for truth

The qualities needed for a successful and dignified consultation are both rational (patience, humility, detachment, moderation) and social (patience, co-operation, courtesy).

Consultation implies that:

- Belittling other people or their views is not permitted.
- Each person is encouraged to participate fully in the process.
(Enthusiasm and willingness to serve depend upon participation.)
- Expression of ideas is frank, courteous and open.
(Participants will listen carefully and courteously to others, encourage them, and give them time to formulate their thoughts and express them.)
- Ideas are understood not to belong to a person, but are offered to the group.
- Participants are not offended when the opinions of others differ from their own.
- Participants express views independent of pleasing or displeasing others.
- Issues are separated from people.
- The focus is on interests, not positions or viewpoints.
- Various options are looked at before making final decisions.

Definitions

“Primary Producer/Vendor”: Any person(s) who can substantiate the claim that they will themselves produce, during the season in question, one hundred percent of the goods intended for sale at the Market. This includes vendors who provide value-added products from materials produced on their own farm, and whose sole outlet for such products is the Rosseau Farmers’ Market or other farmers’ markets.

“Secondary Producer/Vendor”: Any person(s) who can substantiate the claim that they will themselves produce, during the season in question, a minimum of seventy percent or more of the goods intended for sale at the Market. This includes vendors who provide value-added products (from materials not produced by themselves) and whose sole outlet for such products is the Rosseau Farmers’ Market or other farmers’ markets.

“Value-Added Producer”: Vendors whose product is derived from processing raw farm products, resulting in enhanced consumer appeal. Examples of this are baked goods, cheese, yogurt, dried fruit and vegetables, cut flowers, jam, jellies, etc.

Value-added producers are **secondary producers/vendors**, unless they also produce the raw product, in which case they are **primary producers/vendors**.

“Retail Vendor”: Any person(s) producing, during the season in question, less than seventy percent of the goods intended for sale at the Market, and who are subject to obtaining a Transient Traders’ license. Retail vendors may be required to pay a higher stall fee than what is set for a primary or secondary producers/vendors.

“Other Vendor”: A vendor not covered under existing categories.

“Cottage Crafters”: All crafters whose products are new, handmade and not factory produced. The Rosseau Farmers’ Market may not be used as an outlet for items which are factory produced.

Manufactured or factory-produced is defined as the operation of reducing raw materials in a factory, or on an industrial scale, or by industrial methods as opposed to artisanal, into a form of suitable use.

“Special General Meeting” means a meeting called by the President, Vice-president, or Board of Directors; or at the special request of at least 10 percent of the general membership. It may be called at any time and the purpose of the meeting shall be to deal with issues of great significance to the Co-operative.

“Board” or **“Directors”** or **“Executive”** means the Board of Directors of the Co-operative.

“Member” A member is the primary person named on the vendor profile information provided to the Co-operative. A regular member is entitled to one vote and is eligible for election to the Board. There may be only one regular member per business registered by the Co-operative.

“Guest Vendor” A guest vendor is a vendor who attends occasionally during the season with approval of the Board, and who does not have the right to vote in elections or at General Member Meetings.

“Special Guest” is a person invited to a meeting by the Board of Directors and who is not eligible to vote on any business.

Article 1 – General

1.01 Co-operative Corporation Act

The affairs of the Co-op will be governed by and conducted in accordance with the *Co-operative Corporations Act*, R.S.O. 1990, Chapter C.35, as amended from time to time (the “*Act*”). Certain provisions of the *Act* relate to matters not dealt with in the By-laws of the Co-op and should be consulted where applicable.

1.02 Location

The Village of Rosseau will be the location of the Rosseau Farmers’ Market Co-operative Inc.

1.03 Head Office

The head office of the Co-op shall be determined by the Directors from time to time, as necessary.

1.04 Mission Statement

Our goal is to provide fresh Ontario produce to the Parry Sound/Muskoka region, and to make available an outlet for the products of local artists, artisans and craftspeople. Our emphasis is on locally grown and produced items, as available, and on land-based products. Our aim is to foster a spirit of co-operation among vendors and

customers, and to develop a strong sense of community, and to help preserve small farms and farmland.

1.05 Objectives -

- a) To promote fresh Ontario produce and land-based products, with special emphasis on locally grown Parry Sound/Muskoka farm products. To make it possible for selected primary and secondary producers, as well as local artists, artisans and crafters, to promote and sell their goods, while keeping the integrity and feel of a true farmers' market.
- b) To create marketing opportunities and exchange knowledge, and to work together in a co-operative spirit with each other and the consumer.
- c) To bring urban and rural people closer together.
- d) The Co-op's activities shall be carried on without the purpose of financial gain for its members (i.e., a dividend cheque).
- e) On the dissolution of the Co-op, and after the payment of its debts and liabilities, the remaining property of the Co-op shall be given to charitable organizations or co-operatives.

1.06 By-laws

Directors may pass by-laws that regulate the business and affairs of the Co-op. The By-laws of the Co-op shall be available to anyone and shall be published on the Co-op's web site. No by-law, and no amendment to any existing by-law, is effective until it is:

- 1) Passed by the Directors of the Co-op.
- 2) Confirmed, with or without variation, by at least two thirds of the membership present, either by ballot or by a show of hands, at a General Meeting called for the purpose.

1.07 Policies/Procedures -

Directors may pass Policies and/or Procedures that regulate the business and affairs of the Co-op.

1.08 Amending the Articles of Incorporation

The Co-op may amend its Articles of Incorporation, in accordance with S. 151 of the *Act*, by special resolution of the members, except that the Co-op shall not amend its articles of incorporation so that it is no longer a non-profit community co-operative, and no attempt to do so shall be effective.

Article 2 – Membership

2.01 Membership Criteria

Co-operative membership is restricted to those approved and accepted by the board as full-time vendors who are at least 16 years of age. Membership in the Co-operative shall be open to vendors who support the objectives of the Rosseau Farmers' Market, and who agree to abide by the regulations and By-laws for the governing of the Rosseau Farmers Market. Associate membership is available to one vendor per

business and to guest vendors who attend the Market a few times. Co-op membership is by invitation only.

2.02 Membership Selection Process

Returning full-time vendors must submit their applications along with full payment of seasonal fees by January 15th.

New full-time applicants must return their completed applications along with full payment of seasonal fees by January 15th.

- a) A jury appointed by the board will review each application and investigate those needing further clarification. If more vendors than the Market considers optimal, apply with the same product, and the jury judges them all to be equal, then those applications with the earliest postmark will be considered for acceptance. A welcoming email, phone call, or letter constitutes acceptance. Cheques accompanying applications that have not been accepted will be destroyed and the applicants will be notified of non-acceptance by email, phone call, or letter. Cheques will only be returned if a self-addressed envelope was included.
- b) When the jury has made its decisions, they will be forwarded to the Board for confirmation. Every effort will be made to fill all openings from the local area; however, if this is not possible the jury will propose the best alternatives for the betterment of the Market.
- c) The Board will then make the final decisions. Cashed cheques constitute acceptance. The Treasurer will then deposit all cheques for accepted vendors, and all cheques for non-accepted applicants will be returned to the sender with a covering letter.
- d) Choice of location for a seasonal stall will be at the discretion of the Market Manager, and will be reserved in the order in which requests are received. To allow the Market Manager utmost discretion in laying out the mix of vendors, grand-fathering will not be allowed, and each vendor must apply for a space at the start of each season.
- e) All new applicants as well as returning vendors must be willing to have their workplace inspected by the Co-op.

2.03 Guest Vendor Selection Process

Applications must be submitted by April 15th. The jury will then review each application as per 2.02 a,b,c,d and e above. Guest vendors must pay their stall fees in advance, according to the directions on the Guest Vendor Application.

Refusal of Application

The Directors may approve or refuse to approve any application for membership in their discretion and shall not be obligated to give, nor shall any applicant be entitled to receive reasons for the refusal.

2.05 Transferring of Membership

Membership in the Co-operative shall not be transferable.

2.06 Term of Membership

Membership is for a one-year term and is re-applied for each year in accordance with these by-laws.

2.07 Annual Vendor Application and Fee

Each vendor accepted by the Board for membership in the Co-operative shall pay an annual membership fee, which shall be determined from time to time by the Directors and approved by the membership, and shall be non-refundable.

2.08 Withdrawal from Membership

A member, by giving notice to the Directors, may withdraw from membership in the Co-operative at any time.

2.09 Termination of Membership

A member may be expelled from the Co-operative for cause (i.e., not adhering to annual agreement, being in violation of Market rules and regulations, disruptive behavior). Expulsion must be by resolution, passed by a majority + one of the Board at a meeting duly called for this purpose, and not more than thirty days before the date set for a General Meeting. (Thus, with 7 Board members, 5 will need to be in favour of the resolution.) The procedure will be as follows:

- Verbal warning that a rule has been broken. The offending member must rectify the violation immediately. If this does not happen, or cannot be done,
- The Board will give the member a written warning that a rule has been broken. The member has a last chance to rectify the violation, if it is possible to do so.
- If there is no rectification, or none is possible, the offender's membership may be terminated. The offender will be given written notice from the board of directors of their termination.

The procedure governing expulsion, and all proceedings prior and subsequent thereto, including the right to appeal, shall be governed by the provisions of the *Co-operative Corporations Act*.

2.10 Minimum Number of Members

The Co-op shall have at all times five or more members. Any member who is aware that the Co-op exercised its corporate powers following a date which is six months after the number of Co-op members has been reduced to less than five, may become personally liable for the debts of the Co-op in accordance with s.145(1) of the *Act*.

Article 3 – Meetings of Members

3.01 First and Subsequent Annual General Meetings

The Co-op shall hold its annual general meeting of the members not later than fifteen months after incorporation, and subsequently not more than fifteen months after the last preceding Annual General Meeting and not more than six months after the previous fiscal year of the Co-op.

3.02 General Meetings

The Co-operative shall hold a General Meeting of the members no less than once a year.

3.03 Annual General Meeting (Spring General Meeting)
Business to be conducted at this meeting will include: an evaluation of the previous season; a financial expenditures report for the previous season; the forecast of financial expenditures; the approval of financial statements; a budget of projected expenditures; the appointment of an auditor committee; a report of any changes for the new season; an update of winter activities from the Board of Directors, committees and staff; the receiving of annual reports from the Board, committees and staff; and any other matters relevant to the affairs and business of the Co-operative.

3.04 Special General Meeting—The Chair, Vice-chair, or the Board of Directors may call a special general meeting at any time. The agenda for this Special General Meeting shall include only the items of significance for which it was called.

3.05 Requisition for Special General Meeting
Five percent of the members of the Co-operative may requisition the Board to call a Special General Meeting of the members for any purpose that is connected with the affairs of the Co-operative, and that is consistent with the articles and By-laws of the Co-operative.

The requisition shall state the general nature of the business to be presented at the meeting, and it shall be signed by all the requisitioners, and deposited with the Secretary of the Board of the Co-operative.

Upon deposit of the requisition, the Board shall call a meeting of the members for the transaction of the business stated in the requisition, unless the Board has already called a meeting to be held within the next 30 days.

If the Board does not call and hold the meeting within five days from the date of deposit of the requisition, or if the meeting is not held within thirty days of the date of the deposit, any of the requisitioners may call the meeting within sixty days from the date of the deposit of the requisition.

A meeting called under this section shall be called in the same manner as all other General Meetings.

The Co-operative shall reimburse the requisitioners for any reasonable expenses incurred by them, in calling and holding a meeting where the board has not done so in compliance with the above, unless, at the meeting, the members reject the reimbursement of the requisitioners by a majority of votes; or unless a quorum of members is not present at the meeting.

The Board shall not be obligated to call a Special General Meeting of the members if a Regular or Special General Meeting is already scheduled within the thirty-day period.

3.06 Voting Privileges
Each member in good standing shall have one vote at any General Meeting called. Guest vendors will be allowed to attend meetings as observers only and will not have voting privileges at any General Meeting, nor will they vote when members are elected to the Board.

3.07 Majority of Members

A majority for any of the Co-operative's General, Special or Annual Meetings shall consist of 50 percent plus one of the voting members present; except in voting for or against new by-laws, for which the majority is 2/3 of the votes cast.

3.08 Notice of Meetings of Members

- Notice of each General Meeting of members shall be sent to each member at the member's most recent address on record, not less than ten and not more than fifty calendar days prior to the date of the meeting. In computing time for the giving of notice, the day of giving the notice shall not be counted, and the day of the meeting shall be counted. The notice may be sent by Canada Post, by email or by fax.
- The notice shall specify the time and place of the meeting and shall set out or be accompanied by an agenda of the business to be considered or transacted at the meeting, in reasonable detail. Each member shall be entitled to have a matter put on the agenda for any General Meeting, and sent out with notice of the meeting. This is provided that the member gives the Secretary written notice of such matter sufficiently in advance of when notices of the meeting are being sent out, to permit it to be included. If the member does not give notice in time for inclusions with the regular notice of the meeting, the member may herself or himself, at his or her own expense, give notice to all members at least five days prior to the date of the members' meeting.
- No business may be transacted, and no resolution or by-law adopted or confirmed by the members, unless the general nature of that item of business was sent out to the members, or sent with the notices mentioned above. If, at the beginning of the meeting, **ALL** members present consent to discuss and decide upon any other matter, then it shall be included in the agenda.
- When notice of a meeting is received generally by the members, the accidental omission to give notice to any member, or the non-receipt of notice by any member, or any error in the register of members, as of the recorded date, shall not invalidate any motions or resolutions passed, nor any proceedings taken, at the meeting.

3.09 Place of Meetings

Meetings of members shall be held at a place within the Village of Rosseau, unless two thirds of the membership authorizes the holding of a meeting at any other place within the District of Parry Sound/Muskoka.

3.10 Quorum

No business shall be transacted, or motions or resolutions passed, at any meeting of members, unless a quorum of members is present. A quorum shall consist of the greater of: 10 members or 20 percent of the members entitled to vote at the meeting. If a quorum is not present within forty-five minutes of the time for which the meeting was called, the members present may adjourn the meeting to a date not less than five and not more than fifteen days thereafter. Any decisions at the subsequent meeting shall be binding regardless of the number of members who attend. At least two days notice of the subsequent meeting shall be given in the same manner as previously provided.

3.11 Chair at Meetings

The President or, in the President's absence, the Vice-president shall preside as Chair at meetings of members, unless the members at the meeting choose a different person to be Chair. If the Chair wishes to make a motion or participate in discussion on a matter, the Chair shall leave the chair until the voting on such motion is over, or

discussion of such matter is finished. During his or her absence from the chair, the Vice-president or some other person approved by the members shall act as Chair. The person acting as Chair at the time of a vote shall not vote, unless the vote is by ballot, or unless the Chair's vote would break a tie. If so desired, the Board may select a Chairperson, who may or may not be a member, to chair members' meetings.

3.12 Duties of the Chair

The duties of the Chair include:

- a) Presiding at all meetings of the members, maintaining order, and keeping the meeting moving.
- b) Preparing the agenda, and adhering to it by accepting from the floor only discussion on the topic.
- c) Starting and adjourning the meetings on time.
- d) Knowing the rules of meeting procedure.
- e) Being aware of the priority of business items and scheduling them appropriately.

3.13 Voting

Each member (full-time members only) of the Co-operative shall have only one vote at any meeting of members. Only members present in person may vote, except for election of Directors, in which case the ballot may be submitted in a sealed envelope to the Chairperson any time before the vote is counted. Proxies shall not be permitted. Unless otherwise specifically provided for, all decisions shall be decided by a majority of the votes cast.

3.14 Procedure at Meetings

Robert's Rules of Order shall govern the deliberations of the Co-operative, and all meetings shall be conducted using the process of consultation outlined at the beginning of this document.

3.15 Attendance by Non-members

Only members, guest vendors attending as observers, and designated guest speakers may attend meetings.

3.16 Attendance

The Secretary shall keep a record of attendance and ensure that only eligible members vote.

Article 4 – Board of Directors

4.01 Governance

- The Co-operative shall be governed by a Board of Directors consisting of a minimum of five and a maximum of nine individuals who are elected from among the general membership by the membership on the last day of the Market.
- The Co-op may by By-law increase or decrease the number of Directors within the limits set out in the Articles of Incorporation.

4.02 Powers and Duties of the Board

- The business of the Co-operative shall be under the direction and control of the Directors, who may exercise all such powers as may be exercised by the Co-

operative, and do all such acts and things as may be done by the Co-operative, which are not by the By-laws of the Co-operative expressly directed, nor required to be done at meetings of the members.

- The Board shall at all times act swiftly and responsibly, in accordance with the Articles and By-laws of the Co-operative, and within 60 days of resolutions passed at meetings of the members. In the event that this time frame is unreasonable, a progress report will be presented at the next General Members' Meeting.
- The Board may, from time to time, pass by-laws, which shall not be effective until confirmed, with or without variation, by at least two thirds of the votes cast at a General Meeting of the members.
- The Board's responsibilities shall include the following:
 - Ensuring that an efficient organizational structure is established, and that the division of responsibility within the structure is clearly defined for the implementation of the annual plan.
 - Ensuring that all legal obligations and agreements of the Co-operative are fulfilled.
 - Supervising and monitoring the financial affairs of the Co-operative and making prudent financial decisions in the interests of the members.
 - Maintaining an adequate level of insurance coverage.
 - Approving membership applications.
 - Reporting on its activities at each General Meeting.
 - Hiring, dismissing and directing employees and fixing their remuneration.
 - Encouraging participation of the Co-operative in the broader Co-operative and farmers' market movement.
 - Ensuring that Board meetings are open to all members.
 - Ensuring, that the appropriate policies and procedures for any committees are followed, if applicable.
 - Coordinating the reports and activities of committees through the liaison member appointed by the Board.
 - Ensuring that there are regularly scheduled Board meetings.

4.03 Qualifications of Directors

The qualifications of each Director shall be as follows:

- He/she must be a member in good standing of the Co-operative.
- He/she must be at least eighteen years of age.
- At least two thirds of the Board must reside in the District of Parry Sound or Muskoka, Ontario.
- Potential Directors should have shown, by word, deed or attitude, that they have the best interests of the Market and the village of Rosseau at heart.
- No undischarged bankrupt person shall be a Director, and if a Director becomes a bankrupt person, he/she thereupon ceases to be a Director.
- A member elected or appointed a Director shall be deemed not to be a Director unless the member either
 - i. was present at the meeting when the member was elected or appointed, and did not refuse at the meeting to act as a Director, or
 - ii. was not present at the meeting when the member was elected or appointed, but the member consented to act as a Director in writing before his/her election or appointment, or did so within 10 days after said election or appointment..

4.04 Election of Directors

The Directors shall be elected by the members of the Co-op and the election shall be by ballot in the following manner: On the 6th market day of an election year, with a view to finding suitable candidates, members will be advised in writing to examine members and their status (primary, secondary, arts/crafts, retail, other), and they are to do this by taking time to explore the Market, by conferring with other vendors, and by viewing the Rosseau Market website.

- Every member is entitled to vote at an election of Directors. If he or she votes, he or she shall cast as many votes as there are Directors to be elected. The member shall distribute the votes among the candidates in such manner as the member sees fit, but no candidate shall receive more than one vote from each member. If a member is not able to attend the Market on the day of the vote, the member may submit his or her ballot in a sealed envelope to the person designated by the membership to collect the ballots.
- Directors will be elected every two years, on the last day of the Market; and at this time seven Directors shall be elected. Each Director shall serve for two years. The Directors shall be eligible for re-election upon completion of the term.
- When the number of Directors is increased, the vacancies resulting from such increase shall be filled only by election at a General Meeting of the members duly called for that purpose.
- When a vacancy on the Board occurs, the Board can choose to appoint a member for the remainder of the term. This must be passed by a two-thirds majority of the Board; otherwise, a list of members will be given to each member, and, at a General Meeting of the members, or on market day, each member will cast a vote equal to the number of Directors to be elected.

There shall be no electioneering by nominees.

Two members of the Co-op, who are chosen by the Board, will tabulate ballots. The exact number of votes cast will be kept confidential. The ballots will be kept until the following election, when they will be destroyed by order of the new Board.

4.05 Balloting

Selection of Board members will be by secret ballot.

4.06 Responsibilities of Individual Directors

The responsibilities of Directors shall include (in addition to any responsibilities Directors may have as officers) the following:

- To attend all meetings of the Board and of members.
- To be prepared for all meetings by reading the relevant reports.
- To have regard for the welfare of the Co-operative at all times.
- To promote and adhere to the principles of the Co-operative, and to promote membership awareness thereof.
- To be responsible and informed about the financial well-being of the Co-operative at all times.

4.07 Termination of Directorship

The office of Director shall be vacated:

- a) If the Director becomes bankrupt or is declared insolvent.
- b) If the Director is absent without leave at two consecutive Board meetings, unless otherwise approved by the Board.

- c) If by notice in writing to the Co-operative, he or she resigns the office.
- d) If by resolution passed by a majority of the votes cast at a meeting of the members called for that purpose, the Director is removed from office.

4.08 Notice of Board Meetings

- a. The President, Vice-president, or any three Directors, may call a meeting of the Board at any time. Notice of such meeting shall be delivered not less than two days before the meeting is to take place, to each Director by mail, email, telephone or fax. However, meetings of the Board may be held at any time without formal notice if all the Directors are present, or if those absent have waived notice, or have signified their consent in writing for the meeting to be held in their absences.
- b. In general, members of the Co-operative, except when it is decided otherwise by a two-thirds vote of the Directors, may attend all meetings of the Board.
- c. In the case of a meeting of the Board to be held immediately following a General Members' Meeting, or in the case of a Director elected to fill a vacancy on the Board, it shall not be necessary to give notice of such meeting, provided that a quorum of Directors is present at the General Members' Meeting.

4.09 Quorum at Board Meetings

No business of the Co-operative shall be transacted by its Board unless a majority of the Directors are present.

4.10 Motions

All motions at any meeting of the Board shall be decided by consensus, unless all reasonable avenues have been explored and consensus cannot be reached, at which time majority will decide.

4.11 Meetings

Ten per cent of the members of the Co-operative may requisition the Directors to call a meeting of the Directors for the purpose of passing any by-law or resolution that may properly be passed at a meeting of the Directors, duly called, constituted and held for that purpose. Upon deposit of the requisition, the Directors shall forthwith call a meeting of the Directors for the purpose of passing the by-law or resolution, as the case may be.

- a) The requisition shall set out the by-law or resolution, as the case may be, that is required to be passed at the meeting, and the requisition shall be signed by the requisitioners and deposited with the Secretary.
- b) Where the Directors do not, within twenty-one days from the date of the deposit of the requisition:
 - i. Call and hold such a meeting to pass such a by-law or resolution, and
 - ii. Call a General Meeting of the members for the purpose of confirming the by-law or resolution, if the resolution requires confirmation at a General Meeting of the members before it is effective, then any of the requisitioners may call a General Meeting of the members for the purpose of passing said by-law or resolution, and the meeting shall be held within sixty days from the date of the deposit of the requisition.

4.12 Officer Positions

The Board of Directors shall elect among themselves, at their first meeting following the election of Directors, an executive consisting of President, Vice-president, Secretary and Treasurer; and they shall appoint Board members to oversee matters as they arise.

4.13 Insurance for Directors

The Co-operative, if deemed necessary, will purchase and maintain insurance for the benefit of Directors and other officers of the Co-op.

4.14 Director's Duty of Care

Every Director and officer of a Co-operative shall exercise the powers and discharge the duties of his or her office honestly, in good faith, and in the best interests of the Co-operative, and in connection therewith shall exercise the degree of care, diligence and skill that any reasonably prudent person would be expected to exercise in comparable circumstances.

4.15 Indemnities to Directors

Every Director or other officer of the Co-op, his or her heirs, executors and administrators; and his or her estate and effects, respectively, shall from time to time and for all times be indemnified and saved harmless, out of the funds of the Co-op to the extent permitted by the law.

4.16 Vacancy on the Board

In the event of a vacancy occurring on the Board of Directors, the executive shall have the power to appoint any member of the Co-operative in good standing to fill that vacancy for the remainder of the election year. (See 4.04)

4.17 Past Chairperson

The immediate past Chairperson may serve as an advisory ex-officio, non-voting member on the Board of Directors when passed by a majority vote of the board.

4.18 Duties of the Directors

Each Director shall:

- a) Attend all meetings.
- b) Take the initiative in preparing policies and actions for consideration by the Board and the general membership.
- c) Be responsible for the implementation of resolutions passed at General Members' Meetings, and for the management of the affairs of the Co-operative between General Meetings.
- d) Be responsible for the establishment and maintenance of the Co-operative's By-laws.
- e) Be responsible for vendor recruitment.
- f) Pass on to the Chair all material relevant to the position.

Article 5—Officers

5.02 Election of Officers

On the last market day, the membership shall elect Directors for a two-year term. The positions of President, Vice-president, Treasurer and Secretary will subsequently be decided by the Directors, beginning with the position of President; and the positions will be decided upon every two years, or as often as is necessary.

The voting of positions will be by ballot and shall be passed by a majority of the Directors. The Directors may, by resolution and from time to time, create such other officers as they shall deem necessary. These officers shall have such authority and shall perform such duties as the Directors shall from time to time prescribe.

- a) There shall be no electioneering by nominees.
- b) Ballots for election of officers will be tabulated by two members of the Co-op who are chosen by the Board. The exact number of votes cast will be kept confidential. The ballots will be destroyed by order of the new Board

5.02 Termination of Office

All officers shall be subject to removal by resolution of the Directors at any time, with or without cause, provided that a majority of the Directors shall vote in favour thereof.

The members may, by resolution passed by a majority of the votes cast at a General Meeting of the members duly called for that purpose, remove any officer from his or her position as officer, before the expiry of his or her term, and may elect any qualified person in his or her stead for the remainder of his or her term.

5.03 Duties of the President

The President shall:

- Be charged with the general management and supervision of the affairs and operation of the Co-operative.
- Be prepared to represent the Co-operative.
- Delegate responsibility and authority.
- Oversee all officer positions, and confirm jobs and tasks that are to be completed prior to events.
- Keep the Secretary informed.
- With the Secretary or other officer appointed by the Board for the purpose, sign all by-laws.
- Familiarize all chairpersons and officers of respective duties and responsibilities.
- Assign to the Vice-president co-ordination and supervision of certain committees and other functions, and provide proper training for the Vice-president, so that the Vice-president will be able to provide leadership in the absence of the President.
- Pass on to the next President all material relevant to the position.

5.04 Duties of the Vice-president

The Vice-president shall:

- Attend all meetings.
- Assist the President and assume the President's duties in the absence of the President.
- Assist with committees/sub-committees.
- Pass on to the next Vice-president all material relevant to the position.

5.05 Duties of the Secretary

The Secretary shall:

- Attend all meetings.
- Keep an accurate set of minutes of each meeting in the records of the Co-operative.

- Make minutes available to each Board member, and have them approved at the next meeting.
- Notify members of upcoming meetings.
- Keep a list of all committees and a list of members of the Co-op.
- Keep files up-to-date with respect to head office correspondence, etc.
- Type correspondence and any other documents, as the Board may require.
- Provide assistance to the President in preparing meeting agendas.
- Present a summary of correspondence (full correspondence being on hand for reference).
- Orient the new Secretary to the Secretary's duties and responsibilities.

5.06 Duties of the Treasurer

The Treasurer shall:

- Attend all meetings.
- Oversee and supervise all the financial management and affairs of the Co-operative.
- Cause all funds and securities of the Co-operative to be deposited with such bank, trust company or credit union as the Board may direct.
- Cause to be kept proper accounting records, including detailed records of all sums of money received and disbursed by the Co-operative, and also the manner in which the receipt and disbursement took place of all purchases by the Co-operative, and also all rental and other amounts received by or owing to the Co-operative, and also the assets and liabilities of the Co-operative; and all other transactions affecting the financial position of the Co-operative.
- Ensure that the Board, at each Board meeting, receives the most recent financial update, and deliver a financial report at members' meetings.
- Guide funds by signing cheques, and set up a budget for approval.
- Exercise signing authority with 2 other board members, who are approved by the Board, and one of these two, must always sign with the treasurer.
- Deliver up such books and records only when authorized by a resolution of the Board to do so, and only to such person or persons as may be named in the resolution.
- Perform such other duties as may from time to time be determined by the Board.
- Pass on to the President all material relevant to the position.
- Orient the new Treasurer to the duties and responsibilities of the Treasurer.

5.07 Remuneration of Directors and Officers

The Directors and officers of the Co-operative shall serve without remuneration; but they may be compensated for any necessary expenses incurred by them in connection with the business of the Co-operative. The Directors and officers shall be entitled to be reimbursed their traveling or other expenses that were properly incurred by them in connection with the business of the Co-operative.

As a perquisite for time spent on their duties, Directors shall have their booth fees for one 10 x 10 booth reduced by 50%. This "perk" applies only to the booth fees, not to the membership fee or the Seguin Township Vendor Assessment. Directors receiving this perk are, as always, required to attend all Board meetings, or to have reasons acceptable to the other Directors for not attending meetings.

5.08 Duty of Confidentiality

No Director or officer shall disclose, or, as far as possible, permit disclosure of any matters that are under consideration by the Directors or officers, or any matters coming to the Directors' or officers' notice, or to their attention as Directors or officers, concerning members of the Co-operative, when said matters are of a confidential or private nature, to persons who are not members of the Board, whether they are members of the Market or not. Such matters shall include personal information about individual members, staff issues, the status of applications, and other information relating to the business of the Co-operative where secrecy is appropriate to preserve the Co-operative's position against third parties.

If a member of the Co-operative is present at a Board meeting where confidential matters are considered, and becomes aware of such confidential information, such person shall have an obligation not to disclose, and not to permit disclosure, of such information to any person not present at the Board meeting.

The minutes of Board meetings shall include details of all items of business discussed, but details of confidential matters shall not be included in, or shall be deleted from, any copies of the minutes circulated to members or posted in a public place.

5.09 Conflict of Interest

Every Director, fiduciary, member, and/or associate member who has, directly or indirectly (i.e., through involvement of immediate family members), any material interest in any contract or transaction to which the Co-operative is, or is to be, a party (including those involving staff), shall declare his or her interest in such contract or transaction at a meeting of the Directors and/or members; and shall at that time disclose the nature and extent of such interest, and shall not speak and/or vote at any meeting; and shall not, in respect of such contract or transaction, be counted in the quorum for the meeting.

Candidates for Co-op positions will be selected on merit, regardless of familial relationships within the Co-operative, and selection will be subject to the Board of Directors ensuring that no conflict of interest will arise.

Article 6 – Committees

6.01 Committees Struck by the Board

The Board may strike committees from time to time as it deems necessary. The Board shall determine the terms of reference of a committee and its composition, shall assign a Director to be a liaison with the committee, and shall carry out such other matters as may be appropriate in accordance with this by-law. A chair shall be elected by ballot at the first committee meeting.

6.02 Committee Membership

The members of each committee shall be recruited from among the Co-operative's membership and confirmed by the Board. At the first Board meeting after the last market day, the Board shall review all committees. A member who cannot continue on a committee shall inform the committee chair in writing.

6.03 Duties of Committees

Each committee is responsible for meeting its terms of reference. It shall report in writing or verbally to the Board and membership as requested, send a representative to Board meetings or General Meetings as requested, and shall appoint a secretary, who shall keep minutes of all meetings, and who shall make them available to the Board and membership at all times.

6.04 Quorum

A committee quorum shall be a majority of the members.

6.05 Authority of the Board

No committee may spend any money, authorize any expenditure or enter into any contract without the authority of the Board.

Article 7 – Financial

7.01 Fiscal Year

The fiscal year of the Co-operative shall end December 30, or as determined by the Board.

7.02 Deposit of Funds

All monies received by the Co-operative, and securities of the Co-operative, shall be deposited in the name of the Co-operative with such bank, trust company or credit union as is designated by the Board of Directors.

7.03 Signing Authority

Cheques to disburse the funds of the Co-operative shall bear the signature of the Treasurer and one of two other board members approved by the Board. All purchases over \$50.00 must be approved by the Board of Directors.

7.04 Audit Committee

The Board will appoint an audit member to sit on the Audit Committee annually. The Audit Committee will report back to the members at the Annual General Meeting.

7.05 Auditor

The members may choose to appoint an auditor at an Annual or General Members' Meeting. This auditor will be a Chartered Accountant, or Chartered Accountant firm or corporation, familiar with accounting for Co-operatives and/or non-profit organizations. The auditor will report her or his finding, in writing, to the membership at a meeting called for that purpose. Remuneration of the auditor shall be fixed by the Board. The auditor shall at all reasonable times have access to the books, accounts and vouchers of the Co-op, and the Directors and officers of the Co-op shall provide her or him with such information and explanations as may be necessary for the performance of her or his duties.

7.06 Auditor's Report

The auditor, if required, shall report to the members on the financial position of the Co-op at the Annual General Meeting. The auditor shall state in her or his reports

whether, in the auditor's opinion, the financial statements referred to therein present fairly the financial position of the Co-op, and whether they present fairly the results of the Co-op's operation for the period under review, in accordance with generally accepted accounting practice, and in a manner consistent with the previous period.

7.07 Investment of Surplus Funds

The Board may invest the surplus funds of the Co-operative in such short-term securities, or in other investment, as it may deem fit. The Board shall not invest any funds of the Co-operative in any security having a maturity date of over one-year from the time of the investment, without the authority of a resolution of the members.

Article 8 – Employees/Volunteers

8.01 Board Supervision of Employees/Contract Staff/Volunteer Staff

The Board may, but is not required to, hire employees or contract staff or volunteer staff to complete certain responsibilities that the Board is unable to complete without this assistance. It is the Board's responsibility to supervise and direct the Co-op's staff. It shall ensure that an appropriate job description for each position is drawn up; and that proper procedures for reporting, and authorized areas of decision-making, are established and followed. The Chair, or other persons appointed by the Board, shall be responsible for liaison with employees between Board meetings. Contracts will be drawn up and signed between the Co-op and all staff outlining the salary or honorariums, the number of hours to be worked, the job description of the employee, and any other provision agreed to by the Board and the employee. With the exception of the Market Manager, vendors who hold staff positions can only be associate members of the Co-op and are not eligible to be Directors. The Market Manager, by virtue of the position he or she holds, is ipso facto a (non-voting) member of the Board of Directors. If the Market Manager is a vendor, he/she, though remaining an associate member of the Co-op, is therefore a (non-voting) member of the Board of Directors.

8.02 Duties of Market Manager

The Market Manager is appointed by, and responsible to, the Board of Directors through the Chairperson. He or she is responsible for:

- a) Attending all meetings called by the Chair, when requested.
- b) Ensuring the proper management and maintenance of the Market facilities on a day-to-day basis.
- c) Allocating market spaces.
- d) Collecting daily fees.
- e) Arbitrating disputes at the Market.
- f) Enforcing the Bylaws and Rules of the Co-op.
- g) Reporting any violations to the Board of Directors.
- h) Deciding on a daily basis the admissibility of any item. Products for sale must have been listed on the vendor's application form, and must have been juried and accepted. However, a vendor may ask for a ruling by the Board of Directors for future reference.

- i) Using his or her authority to request the aid of police at any time he or she feels it is necessary.
- j) Submitting, in a timely fashion, all invoices to the Treasurer for payment.
- k) Attending budget-forecast meetings, when requested.
- l) Passing on all relevant material to the Chair.
- m) Ensuring, if the Market Manager is also a vendor, that his or her booth is manned by a competent person while he or she is carrying on the business of the Co-op.

See Policy #2

For a more detailed list of the Market Manager's duties

8.03 Duties of Advertising and Promotion Manager (Ad/Promo Manager)

The Advertising and Promotion Manager is appointed by the Board and shall be responsible to the Board for:

- a) Attending all meetings called by the Chair.
- b) Taking the initiative in preparing policies and actions for consideration by the Board and the general membership.
- c) Implementing resolutions concerning advertising and promotion passed at General Members' Meetings; and, between general meetings, managing Co-op affairs that are concerned with advertising and promotion.
- d) Obtaining, in advance of each season, advertising costs and preparing advertising strategies for presentation to the Board.
- e) Liaising with the Entertainment Manager and the Market Manager to ensure that ads reflect and promote the content of the Market, and that they incorporate consumer education as required (i.e., what is in season, special events, entertainment, etc.).
- f) Preparing an advertising schedule for the season to assist the Board in budgeting for advertising costs.
- g) Attending budget-forecast meetings.
- h) Placing all approved advertising, as directed by the Board, with appropriate media.
- i) Monitoring ads placed to ensure conformity with requirements.
- j) Checking invoices as received, and ensuring that a tear-sheet is included with print-ad invoices, and maintaining a file of all advertisements and flyers.
- k) Submitting in a timely fashion all invoices to the Treasurer for payment.
- l) Arranging for special articles and coverage in the local media.
- m) Ensuring that his or her booth is manned by a competent person while he or she is carrying on the business of the Co-op, if he or she is also a vendor.
- n) Passing on to the Chair all material relevant to the position.

8.04 Duties of Entertainment Manager

The Entertainment Manager shall be responsible to the Board for:

- a) Attending all meetings called by the Chair.
- b) Taking the initiative in preparing policies and actions for consideration by the Board and the general membership.

- c) Implementing resolutions concerning entertainment passed at General Members' Meetings; and for the management, between General Meetings, of the entertainment-related affairs of the Co-op.
- d) Early in the year, heading up a brain-storming session (which can be part of a regular Executive meeting) of ideas for new and returning entertainers.
- e) Recruiting and signing up entertainment for market days as approved by the Board (music, storytellers, special-interest presentations, demonstrations, etc.).
- f) Ensuring that entertainment is booked well in advance of scheduled days.
- g) Confirming entertainment prior to scheduled dates and making any necessary arrangements with the Market Manager for their placement at the Market.
- h) Preparing a list of agreed-upon entertainment for the season, and including in the list volunteers needed, supplies needed, and tentative costs for each event.
- i) Attending any budget-forecast meetings.
- j) Recruiting and organizing volunteers for each event, as required.
- k) Collaborating with the Ad and Promo Manager to ensure that appropriate ads are placed prior to each date.
- l) Working with the Market Manager to ensure that activities complement each other and that no conflicts arise.
- m) Preparing or co-ordinating the preparation of Entertainment posters, and ensuring that they are distributed around the Market at least one week prior to an event, and on the day of the event.
- n) On the day of each event, orchestrating everything; and being certain to thank volunteers, and any vendors who donated items for the event.
- o) Submitting in a timely fashion all invoices to the Treasurer for payment.
- p) Preparing a short report after each event, with general comments on the event, including helpful hints for next year's event.
- q) Communicating with the Secretary to ensure any necessary thank-you correspondence is sent.
- r) Generally co-ordinating "HAVING FUN AT THE MARKET"
- s) Passing on to the Chair all material relevant to the position.

Article 9-By Laws, Policies & Procedures

9.01 By-Laws

By-Laws are intended to deal with and embody permanent features of the Co-operative's organization. By-Laws, and amendments to existing By-Laws, must be passed by the Board; and shall not be effective until confirmed, with or without amendments, by at least two thirds of the votes cast at a General Meeting of the members.

9.02 Organizational Policies

Organizational Policies are fundamental continuing decisions on the part of the membership as to how the affairs of the Co-operative should be organized and managed. Organizational Policies may be adopted by resolution of the members at a meeting duly called for the purpose, and may be amended in the same manner. Areas

of concern where Organizational Policies are appropriate may include Budgeting, Personnel Hiring, Community Relations, Education, and Committee Operational Guidelines.

9.03 Procedures

Procedures deal with the mechanisms required to carry out the intent and purposes of the Co-operative's By-Laws and Policies. Procedures will be developed and prepared in written form by committees and staff, and must be approved by the Board and may be amended only by the Board. The Board and staff shall, where they consider any procedure a matter of concern to the members generally, distribute copies of the procedure to the members, or otherwise publish it.

9.04 Records of Bylaws, Policies and Procedures

The Secretary shall maintain records of all By-Laws, Policies and Procedures which have been adopted by the Co-operative. Such records shall be maintained in separate sections of the Co-operative's Minute Book. Such Sections (as well as the rest of the Minute Book) shall be available for inspection by the members at all reasonable times. The Secretary shall from time to time publish a complete statement of all By-Laws and Policies in force (including all amendments).

9.05 Priority

Insofar as possible, By-Laws, Policies and Procedures of the Co-operative shall not conflict with each other, or with the Articles of the Co-operative. In the event of a conflict, the order of priority shall be: First, the Articles; second, By-Laws; third, Policies and Procedures.

Article 10 – Execution of Documents

10.1 Signing Authority

Deeds, transfers, assignments, contracts and obligations of the Co-operative may be signed by the President or the Vice-President, or by a Director together with the Secretary or Treasurer. Notwithstanding this, and at any time and from time to time, the Board may direct the manner in which, and the person or persons by whom, any particular deed, transfer, contract or obligation, or any class of deeds, transfers, contracts or obligations, may be signed.

Our Election Process

- 1 On the 6th market day of an election year, members will be given the nominations ballot and the name of the scrutineer (the designated person to whom the ballots are to be returned); and they will be advised in writing to examine members and their status (primary, secondary, arts/crafts, retail, other) at the Market or on the website, with a view to finding suitable candidates. The electors will then have two weeks to decide on

- candidates to nominate to fill positions needed for the Board of Directors, and to assure themselves that said candidates are willing to stand for nomination.
- 2 On the 8th market day, members will again be given the name of the scrutineer and they will nominate candidates for the Board. Nominators will sign their forms and take them to the scrutineer at the polling station under the gazebo.
 - 3 Before depositing the nomination forms, the scrutineer will summon the nominees to the polling station, and the nominees will sign their nomination form to signal their willingness to stand for nomination. The scrutineer will then place the nomination forms in the ballot box.
 - 4 The nominees who receive the most nominations shall be candidates for election.
 - 5 On the 9th market day, ballots will be handed out with the names of the nominees who have received the most nominations, and also the name of the scrutineer.
 - 6 Of the nominees, those who receive the most votes shall be Directors.
 - 7 In the event of disruption due to weather and sparse attendance, elections will not be held on the 9th market day, but will be postponed till the 10th market day.

Goal of the Election Process

The goal of this election process is to promote unity in the Co-op. The Board's position in the Co-op is not hierarchical, but rather it can be likened to the centre of a wagon wheel, since its purpose is to help members with activities that both benefit the membership of the Co-op and enhance the community in which the members work and live. This process has no winners or losers, as it acknowledges that some people enjoy board work and that others would prefer to head up projects close to their hearts, or participate in time-limited tasks. It takes all of these talents to make the Co-op and the community successful.

Further to its commitment to promote unity, the Co-op election process does not allow electioneering. The reasons include:

- 3 *That electioneering allows selection only from the persons who have been nominated, creating a win/lose situation, thereby limiting the choices of the membership.* Often people will not put their names forward as they are uncomfortable competing with their neighbours, especially when they live in a small community.
- 4 *Many times, the number of nominees is equal to or less than the number of Board members required, therefore not reflecting the members' will.* When this happens, members may often feel that nominees are part of a clique and that they represent one group's interests over another's.
- 5 *Electioneering involves promoting a particular member over another, thereby trying to influence the vote in a certain manner.* This action creates divisiveness, something that does not support the Rosseau Farmers' Market Co-op's principles.

Number of Board Positions to be elected

Every year half or the number closest that will be elected.
All Board positions are for a two-year term.

Qualities/Attributes to Consider When Selecting Potential Board Members

The role of the Board is to provide unity and leadership within the community. If possible, the Board should reflect the diversity of the community, considering:

- ❖ Age—young and old
- ❖ Gender—male and female
- ❖ New and old families

As well, members should consider:

- ❖ A person's available time
- ❖ A person's ability to carry out the functions of the Board (skill)
- ❖ Whether the person has been a participating Co-op member
- ❖ Whether the member respects the person

Article 11 – Effective Date

These By-laws shall come into force when enacted by the Directors, and when approved by a two-thirds vote of the membership in attendance.

President _____

Secretary _____

Confirmed by the membership on the 26th day of April 2015.

