



# ***Your connection to Organics in Manitoba***

## **Bylaws**

Revised Mar 2020

## 1. DEFINITIONS

Terms not defined below retain the Oxford dictionary definition.

- 1.1 **“MOA” or “the MOA”** shall be used to refer to the Manitoba Organic Alliance.
- 1.2 **Board of Directors:** the individuals constituted to be the decision-making body of MOA and elected and/or appointed pursuant to Article 3.5 of this By-law.
- 1.3 **Director:** a member of the Board of Directors of MOA.
- 1.4 **Ex-officio:** non-voting ex-officio directors of MOA appointed by the Provincial government or by the Board of Directors.
- 1.5 **Executive Director/Coordinator:** the administrative person appointed or authorized by MOA.
- 1.6 **Members:** all individuals who qualify for Membership as described in Article 3.0 of the By-law.
- 1.7 **Not-for-profit organization:** an organization, association, group, agency, corporation, or other entity that has been formed for purposes other than pecuniary gain for its members or associates, and states same in its organizing or constituting documents.
- 1.8 **Organic Value Chain:** a partnership between producers, processors, agronomists, and marketers created to improve quality, increase efficiencies or develop and market differentiated products to make all partners more profitable.

## 2. MANDATE

The Manitoba Organic Alliance (MOA) will:

- 2.1. Be a representative body of the Manitoba organic sector and consumers, providing a collective voice on issues affecting the sector.
- 2.2. Facilitate communication between participants of the sector (producers, certifiers, input suppliers, processors, marketers, retailers, educators, packagers, consumers)
- 2.3. Facilitate communication between the organic sector and other members of the agriculture and food sectors.
- 2.4. Identify and support initiatives, policies, research and resources strategic to the growth of the organic industry and the viability of organic farms.
- 2.5. Represent the organic sector for provincial and federal government initiatives, programs, and dialogue.
- 2.6. Provide a representative to the Organic Federation of Canada.

2.7. The MOA shall be operated as a not-for-profit organization without the purpose of pecuniary gain to any of its members.

### 3. STRUCTURE & MEMBERSHIP

**Classes of Membership** – The membership of MOA consists of organizations, individual members, and supporting members who have interests in organic agriculture in Manitoba. Membership as a voting member is automatic upon certification approval at no cost for producers. There will be three classes of membership in MOA:

- 3.1. **Certified Member** : Any person or entity that is certified organic within the province of Manitoba becomes a Certified Member automatically upon certification approval at no fee. Where a person or entity has more than one certificate under the name, that person or entity is entitled to only one (1) vote.
- 3.2. **Associate Member:** Any other person or entity that supports and upholds the purposes of MOA as defined herein and pays the annual membership dues levied by MOA and is entitled to only one (1) vote.
- 3.3. **Honourary Member:** At its discretion, the Board of Directors may appoint an individual deemed deserving to the rank of Honourary Member in recognition of service to the Corporation or to the organic community. Honourary Members hold all rights and privileges of membership in the Corporation but are not Voting Members in the Corporation.
- 3.4. **Membership dues:** Associate members shall pay annual membership dues as outlined in MOA's Policy Manual. Certified and Honourary members have no fee.

#### 3.5. Board of Directors

3.5.1. Directors will be nominated by 2 eligible voting members and elected by voting members at the Annual General Meeting. Any voting member in good standing is eligible to run for a position on the Board of Directors.

3.5.2. The Board of Directors will consist of a minimum of 8 and a maximum of 12. The majority of the Board of Directors will strive to be made up of certified organic producers.

3.5.3. Terms of office will be three years.

3.5.4. If re-elected, directors can serve up to two terms, after which a one-year leave is required before the director can run again.

3.5.5. If a member is no longer able to serve on the Board of Directors, where applicable, the sector may elect or appoint a replacement. Otherwise, the Board of Directors may appoint an interim director for that sector until the next Annual General Meeting.

3.5.6. Elected directors, if unable to attend a meeting, can send a proxy if approved by the chair and secretary in advance.

3.5.7. Removal of a director: A director may be reviewed for removal from the Board of Directors if:

- a. A director is absent for three meetings in a row, or
- b. A director has been convicted of a crime of moral turpitude or is deemed to have acted in a conflict with any of MOA's by-laws or policies.

3.5.8. The Board of Directors shall have the power to authorize or make expenditures on behalf of MOA as required and may delegate by resolution to an officer or officers of MOA the right to employ and pay salaries to employees or project managers.

3.6. **Standing Committees:** The Board of Directors establishes these standing committees as required:

- a. Executive Committee
- b. Finance Committee

3.7. **The Executive Committee** : Consists of a Chairperson, Vice Chair, Secretary, and Treasurer that is selected from the Board of Directors annually. The Board of Directors shall endeavour to ensure that there are producers on the executive.

3.8 **The Finance Committee:** Consists of the Treasurer and two (2) other members in good standing appointed by the Board of Directors. It is responsible for:

- a. Monitoring the activities of the Treasurer;
- b. Recommending budget policies to the Board of Directors;
- c. Investigating and making recommendations to the Board of Directors for acquiring funds and property;
- d. Recommending policies and disbursing and investing funds to the Board of Directors;
- e. Establishing policies for the Board and Committee expenditures
- f. Arranging the annual audit of the books;
- g. Reporting on the year's activities at the Annual General Meeting; and
- h. Carrying out other duties assigned by the Board of Directors.

3.9. **Sub-committees:** The Board of Directors may establish sub-committees or appoint *ad hoc* committees as required to help carry out its responsibilities in addition to the Executive and Finance Committee. Sub-committees shall be chaired by a member of the Board of Directors and may include members from outside MOA. MOA committees may not speak or act for MOA except when given formal authority for specific and time limited purposes.

### 3.10 Duties of the Officers of the Board of Directors

3.10.1 The Chair:

- a. Supervises the affairs of the Board of Directors;
- b. When present, chairs all meetings of the Society, the Board of Directors and the Executive Committee, except when this duty has been passed to the Vice- Chair;
- c. Is an ex officio member of all Committees, except the Nominating Committee;
- d. Acts as the spokesperson for the Society;
- e. Chairs the Executive Committee; and
- f. Carries out other duties as assigned by the Board of Directors.

#### 3.10.2 The Vice-Chair :

- a. Presides at meetings in the Chair's absence or by agreement with the Chair . If both are absent, the Directors elect a Chair for the meeting.
- b. Replaces the Chair at various functions when asked to do so by the Chair of the Board of Directors;
- c. In an ex officio member of all Committees, except the Nominating Committee;
- d. Is a member of the Executive Committee; and
- e. Carries out other duties assigned by the Board of Directors.

#### 3.10.3 The Secretary:

- a. Attends all meetings of the Society, the Board, and the Executive Committee;
- b. Keeps accurate minutes of these meetings;
- c. Has charge of the Board of Directors' correspondence;
- d. Ensures a record of names and addresses of all Members of MOA are kept;
- e. Makes sure all notices of various meetings are sent;
- f. Keeps the Seal of the Society, if there is one;
- g. Ensures the annual returns are filed, changes in the Directors of MOA , amendments in the bylaws and other incorporating documents with the Corporate Registry;
- h. Is a member of the Executive Committee; and
- i. Carries out other duties as assigned by the Board of Directors.

#### 3.10.4 The Treasurer:

- a. Makes sure all moneys paid to MOA are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;
- b. Makes sure a detailed account of revenues and expenditures is presented to the Board of Directors as requested;
- c. Makes an audited statement of the financial position of MOA is prepared and presented to the Annual General Meeting;
- d. Is a member of the Finance Committee of the Board of Directors;
- e. Is a member of the Executive Committee; and
- f. Carries out other duties assigned by the Board of Directors.

### 3.11. **Staff**

3.11.1. At its discretion the Board of Directors shall hire staff to carry out objectives of the Board of Directors. The Board of Directors shall review and approve all job descriptions.

3.11.2. The Executive will provide oversight of staff.

## 4. **FUNDING**

4.1. At its discretion, the Board of Directors may undertake fundraising activities and apply for grants to carry out the business of the organization.

4.2. The Treasurer shall be responsible for overseeing correct accounting procedures are followed for all income and expenses of MOA.

4.3. The Treasurer of the Board of Directors shall be responsible for the provision of a Financial Statement and Budget for review by the membership at the Annual General Meeting.

## 5. **MEETINGS**

5.1. **Annual General Meeting:** The Annual General Meeting of MOA shall normally be an in-person meeting arranged to accommodate the travel arrangements of members. If possible, new members and retiring members will attend the Annual General Meeting in person. The entire general membership is invited to the Annual General Meeting.

5.2. **Regular Meetings:** In addition to the Annual General Meeting, the Board of Directors shall normally hold at least six regular meetings of the Board of Directors per year, one of which will be an in-person meeting arranged to accommodate the travel arrangements of members. Additional meetings may be convened by the Executive for specific purposes.

5.3. **Notice of Meeting:** Notice of meetings will be given at least 15 days in advance of the meeting. It is the responsibility of the Chair/Secretary or the Executive Director/Coordinator to notify all members. Notice will primarily be by email.

5.4. **Quorum:** 50% plus one (1) of the duly elected Board of Directors shall constitute a quorum for the transaction of business. Every effort will be made by the Chair or Secretary to ensure that a quorum will be present at the meeting. If a quorum is not likely to be achieved the meeting will be deferred.

5.5. **Agenda for Meetings:** The Chair and Secretary or Executive Director/Coordinator are responsible for preparation and circulation of the tentative agenda prior to each meeting. MOA will consider additions to the agenda at the beginning of each meeting. The agenda will set the order of business.

5.6. **Order of Business:** Meetings shall be conducted in a business-like manner. Discussions shall be full but limited to the business at hand. Meetings shall be called to order within fifteen minutes of the stated time in the agenda. If there is not a quorum, the members present shall determine an alternate date and will continue informally to discuss issues but not to conduct official business. Decisions shall be by majority vote and the Chair's ruling will prevail in the event of a tied vote.

5.7. **Minutes:** The Board of Directors will approve and keep written minutes of all its meetings. The minutes shall include the date, time and place of the meeting, members participating, and a record of any decision made. The Chair or Secretary shall prepare and distribute draft minutes to members prior to the meeting at which the minutes are to be approved. Draft minutes shall be approved or amended at the next regular meeting with a quorum. The minutes shall become permanent records of the Board of Directors.

## **6. COMMUNICATION**

6.1. The Board of Directors will provide members with regular updates and make its policies public on its website.

## **7. AMENDING BY-LAWS**

7.1. Changes to the Bylaws shall be approved at the Annual General Meeting.

## **8. AUDITING**

8.1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Board of Directors elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of MOA.