

# BYLAWS

## FOR THE MANITOBA ORGANIC ALLIANCE (MOA)

revised March 31, 2010

### MANDATE

The Manitoba Organic Alliance (MOA) will:

- 1.1 Be a representative body of the Manitoba organic sector and consumers, providing a collective voice on issues affecting the sector.
- 1.2 Facilitate communication between participants of the sector (producers, certifiers, input suppliers, processors, marketers, retailers, educators, packagers, consumers)
- 1.3 Facilitate communication between the organic sector and other members of the agriculture and food sectors.
- 1.4 Identify and support initiatives, policies, research and resources strategic to the growth of the organic industry and the viability of organic farms.
- 1.5 Represent the organic sector for provincial and federal government initiatives, programs, and dialogue.
- 1.6 Provide a representative to the Organic Federation of Canada.
- 1.7 The MOA shall be operated as a not-for-profit organization without the purpose of pecuniary gain to any of its members.

### STRUCTURE

#### 2.0 Classes of Membership –

The membership of MOA consists of organizations, individual members, and supporting members who have interests in organic agriculture in Manitoba. There will be two classes of membership in the MOA:

- 2.1 **Voting Members:** Voting members will have the opportunity to vote for their sector representative to the MOA Board of Directors. An individual member will vote only once, though they may be associated with more than one membership category. They will indicate their category preference on their membership application form.
  - 2.1.1 Voting members will have the opportunity to vote on plebiscite questions at the Annual Meeting, at designated meetings, or by mailed surveys, as determined by the Board of Directors.
- 2.2 **Non-voting Members:** Consumers and supporting members will be non-voting. A consumer director on the board will be recommended/appointed by consumer members and be ex-officio.
- 2.3 **Membership dues**

Members shall pay annual membership dues as outlined in the MOA Policy Manual.

## 2.4 Board of Directors

- 2.4.1 Directors will be nominated and elected by eligible voting members at the annual meeting. Any voting member in good standing is eligible to run in their sector for a position on the Board of Directors.
- 2.4.2 For the most part, the Board of Directors will consist of one director from each of the following organic sectors. While the Nominations Committee will endeavor to nominate directors from all Manitoba organic sectors, where this is not possible director seats will be filled by other suitable candidates from the organic value chain.
1. Organic certification
  2. Organic Inspector
  3. Restaurant and food services
  4. Organic educational organization
  5. Organic research representative
  6. Retailer (or retailer association)
  7. Grain, forage and oilseeds sector (producers)
  8. Grain company
  9. Processor
  10. Livestock sector
  11. Poultry sector
  12. Dairy sector
  13. Horticulture sector
  14. Member-at-large (appointed by the board)
- Ex-officio Consumer member (non-voting, recommended by consumer members)
  - Ex-officio provincial government representative(s) (appointed)
  - Ex-officio federal government representative (appointed)
- 2.4.3 Terms of office will be two years, except during the inaugural year, when terms will be two years for half of the directors, and one year for half of the directors.
- 2.4.4 If re-elected, directors can serve up to three terms, after which a one-year leave is required before the director can run again.
- 2.4.5 If a member is no longer able to serve on the board, where applicable, the sector may elect or appoint a replacement. Otherwise, the MOA may appoint an interim director for that sector until the next annual general meeting.
- 2.4.6 Elected directors, if unable to attend a meeting, can send a proxy from their organization or sector if approved by the chair and secretary in advance.
- 2.4.7 Removal of a director: A director may be reviewed for removal from the board if:
- 2.4.7.1 A director is absent for three meetings in a row, or
  - 2.4.7.2 A director has been convicted of a crime of moral turpitude or is deemed to have acted in a conflict with any of the MOA's by-laws or policies.
- 2.4.8 The Board of Directors shall have the power to authorize or make

expenditures on behalf of MOA from time to time and may delegate by resolution to an officer or officers of the MOA the right to employ and pay salaries to employees or project managers.

2.5 **Executive Officers**

The Board shall elect an executive of a Chairperson, Vice Chair, Secretary, and Treasurer annually. The board shall endeavour to ensure that there are farmers on the executive.

2.6 **Staff**

2.6.1 At its discretion the Board shall hire staff to carry out objectives of the board.

2.6.2 The Executive will provide oversight of staff.

2.7 **Sub-committees**

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

**3.0 FUNDING**

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

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

3.3 The Treasurer of the MOA shall be responsible for the provision of a Financial Statement and Budget for review by the membership at the Annual Meeting.

**4.0 MEETINGS**

4.1 **Annual Meeting**

The Annual Meeting of the 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 Meeting in person. The entire general membership is invited to the Annual Meeting.

4.2 **Regular Meetings**

In addition to the Annual Meeting, the MOA shall normally hold at least six regular meetings of the Board of Directors per year. Three of these meetings shall be in person, three by conference call, and additional meetings may be convened by the Executive for specific purposes.

4.3 **Notice of Meeting**

Notice of meetings will be given at least two weeks 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.

4.4 **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.

4.5 **Agenda for Meetings**

The Chair and Secretary or Executive Director 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.

4.6 **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.

4.7 **Minutes**

The MOA 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 MOA.

**5.0 COMMUNICATION**

The MOA will provide members with regular updates, and make its policies public on its website.

**6.0 AMENDING BY-LAWS**

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

## DEFINITIONS

**Terms not defined below retain the Oxford dictionary definition.**

1. **“MOA” or “the MOA”** shall be used to refer to the Manitoba Organic Alliance.
2. **Board of Directors:** the individuals constituted to be the decision making body of the MOA, and elected and/or appointed pursuant to Article 2.3 of this By-law.
3. **Director:** a member of the Board of Directors of the MOA.
4. **Ex-officio:** non-voting ex-officio directors of the MOA appointed by the Provincial government or by the Board of Directors.
5. **Executive Director/Coordinator:** the administrative person appointed or authorized by MOA.
6. **Members:** all individuals who qualify for Membership as described in Article 2.0 of the By-law.
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.
8. **Organic Value Chain:** a partnership between producers, processors and marketers created to improve quality, increase efficiencies or develop and market differentiated products to make all partners more profitable.

# POLICIES AND PROCEDURES

## 1.0 Membership fees

Certified Organic Member - free

Certified organic entities in Manitoba are automatically granted one full membership with one vote in the Manitoba Organic Alliance.

Member Association - \$100

Not-for-profit associations and education and advocacy organizations may become a full member with one vote in the MOA upon payment of the \$100 association member fee.

Friends of Organics

Students - \$25

Regular member - \$50

Business - \$250

Citizens and non-certified businesses may become a non-voting member??? in the MOA upon payment of the fee.

General membership benefits include the following:

1. one vote in the annual business meeting of the MOA
2. eligibility to be elected to the board of directors
3. participation in the MOA which:
  - is a representative voice with federal and provincial governments and regulators, and with like-minded organizations in other provinces.
  - represents the Manitoba organic sector with respect to the development and implementation of organic regulations. A representative from the MOA Board of Directors sits on the Organic Federation of Canada Board.
  - facilitates networking across the organic value chain through various events and opportunities.
  - works to facilitate new funding and support for areas such as research, new products and infrastructure development.

## 2.0 Sponsorship

The MOA will solicit supporter members as sponsors for the following rates:

**Platinum: \$5,000**

**Gold: \$2,500**

**Silver: \$1,000**

**Bronze \$500**

Benefits for each will be as follows:

### **Core Supporter: PLATINUM (\$5,000)**

- Exclusive promotion opportunities
- Introduce keynote speaker at Annual General Meeting
- Prominence on the MOA website as a ‘Core Supporter: Platinum’
- Large recognition signage at MOA display booth at public events
- Logo on MOA printed materials, including newsletters, membership and information brochures
- Promotion opportunities at MOA sponsored meetings, events and tradeshow
- Display booth space at Annual General Meeting

### **Core Supporter: GOLD (\$2,500)**

- Inclusion on the MOA website Supporter page as a ‘Core Supporter: Gold’
- Medium recognition signage at MOA display booth at public events
- Logo on MOA printed materials, including newsletters, membership and information brochures
- Display booth space at Annual General Meeting

### **SILVER (\$1,000)**

- Inclusion on the MOA website Supporter page as ‘Silver’ supporter
- Logo recognition on signage at MOA display booth at public events
- Logo recognition on MOA printed materials, including newsletters, membership and information brochures

### **BRONZE (\$500)**

- Inclusion on the MOA website Supporter page as ‘Bronze’ supporter
- Recognition signage at MOA display booth at public events
- Recognition on MOA printed materials, including newsletters, membership and information brochures

### **Core Support includes MOA membership, with the following benefits:**

- Vote at Annual General Meeting;
- Access to the political process in voicing your interests and concerns related to government regulation of the organic industry, including through the MOA to the Organic Federation of Canada;
- Supporting the development and promotion of the organic value chain of Canada;
- Regular email newsletter and updates of important issues, events and happenings in Canada and Manitoba;
- Opportunity to assist in driving growth of the natural and organic sector through participation in value chain promotional initiatives;
- Opportunity to support MOA actions related to non-GMO activism and speaking out on other important issues.

### **3.0 Annual Meeting Voting Protocol**

1. New and renewed membership purchases close when the business meeting is called to order.
2. Only members at the commencement of the business meeting will be eligible to vote on policies and regulations presented to the Annual General Meeting.
3. Director Elections:
  - The Nomination Committee will present a recommended slate of candidates;
  - Further nominations from the floor will be called for three (3) times during the course of the business meeting before the Chair requests a motion for nominations to cease;
  - All candidates will be allowed approximately one (1) minute to address the meeting with a brief biography;
  - If there are more nominees presented than are required to provide a full slate of directors on the board, a secret ballot will be required to choose only the directors to fill the vacant seats.
  - At the time of voting (if required), a list of nominees will be supplied to the members in attendance and the full list of nominees will be displayed.
4. Voting/Scrutineer Guidelines (where required):
  - If there are more nominees presented than are required to provide a full slate of directors on the board, a secret ballot will be required to choose only the directors to fill the vacant seats.
  - The candidate(s) receiving the highest number of votes will be deemed elected to the Board of Directors.