

# By-Laws of the Not-For-Profit Corporation Thunder Bay Country Market Association

## Version tracking:

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Original version (2.0) approved by Membership on October 24, 2017.

Previously, the Market operated under Letters Patent from March 11, 2005 (1.0).

## Section 1 - General

### 1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the *Corporations Act*, and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the Board of Directors of the Corporation;
- c. "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- g. "Executive Committee" means a committee comprised of the President, Vice-President, Secretary, Finance Committee Chair, and any officers designated to said committee by resolution of the Board;
- h. "Immediate Past President" means the person who occupied the office just prior to the current President.
- i. "Member" means a member of the Corporation;
- j. "Members" means the collective membership of the Corporation;
- k. "Officer" means an officer of the Corporation;
- l. "President" means the President as elected by the Board of Directors who may or may not hold the position of Chair; and
- m. "Vendor" means a person(s) or a company who has been approved by the Board of Directors to sell product at the Thunder Bay Country Market.

### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in this by-law are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

### **1.05 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing by approved resolution of the Board may be signed by any two members of the Executive Committee. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 - Directors**

### **2.01 Election and Term**

The Members shall elect seven (7) Directors of the Corporation at the Annual Meeting.

- a. Nominees for position of Director must be members of the Corporation.
- b. Voting shall normally be conducted via secret, written ballot, but in the event members of the Corporation are unable to meet in person due to exigent circumstances, the Annual Meeting may be conducted via electronic means. Votes cast by electronic means are deemed to be valid.
- c. The Board shall consist of the following positions:
  - President, Vice President, Treasures, Secretary
  - Three (3) Directors at Large

The Board Shall select members for the position of President, Vice President, Treasurer and Secretary by resolution, and a majority show of hands having consideration for the knowledge, skills and abilities required to fill those positions.

In order to be selected to the position of President, Vice President or Treasurer the member must have served on the Board within the previous three (3) years.

- d. All Directors shall be elected for a period of three (3) years, with no Director being able to serve more than two (2) three (3) year consecutive terms.
- e. A vacancy shall be filled by asking unsuccessful nominees from the voting list. If a nominee declines the offer to join the board, the next nominee shall be asked until the list is exhausted. If no nominees are willing to accept, the Board must poll the membership for a suitable candidate to fill the vacancy.
- f. Should a vacancy occur, the Board shall seek members to accept appointment to the vacant board position and will continue to do so until the vacancy is filled.
- g. If the Board is unable to fill the vacancy as set out in article f., and there is a Board member who has served two (2) consecutive terms and is willing to fill the vacancy, the Board may choose that member.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately:

- a. If the Director resigns their office by written or verbal notice to the secretary, the resignation shall be effective at the time it is received, or the time specified in the notice.
- b. if the Director is absent for three consecutive Board of Directors meetings without just cause;
- c. if the Director dies or becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. A Director may be removed from office after having being given written notice and reason for their removal, and afforded the opportunity of due process, by a two-thirds majority vote of members present at a General or Annual Meeting.

### **2.03 Committees**

The Board may establish any committee it determines necessary for the execution of the Board's responsibilities.

- a. The Board shall determine the terms of reference for any such committee.
- b. A director may or may not hold the position of committee chair as determined by the terms of reference for each committee.
- c. The president may sit ex-officio on all committees.
- d. With the exception of the executive committee, Committees shall be comprised of no less than three (3) and no more than five (5) members of the corporation. Composition of the committee must include at least (1) director and (1) member. The other three (3) vacancies may be held by either directors or members.
- e. The executive committee shall be comprised of the President, Vice President, Secretary, and Treasurer.
- f. With the exception of the Executive Committee, a quorum for the transaction of business at a committee meeting is 50% of the committee members present in person. If a quorum is present at the opening of a meeting of the committee, the committee may proceed with the business of the meeting, even if a quorum is not present throughout the meeting
- g. A quorum for the transaction of business at an Executive Committee is three (3) of the committee members present in person. If a quorum is present at the opening of a meeting of the committee, the committee may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### **2.04 Remuneration of Directors**

- a. Directors may be reimbursed for pre-approved expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration in connection with goods and services they provide to the corporation in their capacity as Directors with due consideration of the financials and;
- c. Directors may be paid remuneration and reimbursed for expenses incurred in connection with goods and services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. approved by the Board for payment by resolution passed before such payment is made; and
  - ii. is in compliance with the conflict of interest provisions of the Act.

#### **2.05 Duties of Directors**

The primary duty of a Director is to attend meetings of the Board prepared to advise and contribute to the functionality of the corporation.

#### **2.06 Confidentiality**

A Director, Officer or Committee member who is provided with any Confidential Information of the Corporation, either written or oral, shall ensure that such Confidential Information is maintained, protected and not disclosed.

## **Section 3 - Board Meetings**

### **3.01 Quorum**

A quorum for the transaction of business at a Board Meeting is five (5) Directors present in person. If a quorum is present at the opening of a meeting of the Directors, the Directors may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **3.02 Calling of Meetings**

Meetings of the Directors may be called by the Chair or a quorum of Directors at any time and any place on notice as required by Section 3.03 of this by-law.

### **3.03 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

- a. There will be at least four (4) meetings per year of the Board of Directors.
- b. Meetings shall be governed by Robert's Rules of Order.

### **3.04 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

### **3.05 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall appoint a Director to preside as the Chair.

### **3.06 Voting**

- a. Business shall be conducted by way of motion or resolution decided by a show of hands, majority vote.
- b. Each Director is entitled to one vote.
- c. In the event of a tie vote, the resolution or motion is defeated.
- d. Resolutions and motions shall be entered into the minute books as either passed or defeated.
- e. A resolution or motion that has been defeated may not be brought up again for one (1) full year, unless the majority of the board agrees to hear the issue again.

### **3.07 Documents and Registers**

- a. In support of the Act, the following documents shall be kept and made available to members:
  - i. minute books including minutes of all proceedings of meetings of the members and of the directors and of any committee;
  - ii. a copy of the letters patent and of any supplementary letters patent issued to the corporation;
  - iii. all by-laws and special resolutions of the corporation
  - iv. a register of members in which are set out the names alphabetically arranged of all persons who are members including up-to-date contact information for every such person and the membership fee or dues paid up and remaining unpaid on their respective membership
  - v. a register of directors in which are set out the names and addresses of all persons who are or have been directors of the corporation with the several dates on which each became or ceased to be a director
  - vi. the financial records of the Corporation
  - vii. a register of ownership interests in land (if applicable) complying with the Act
  
- b. Where appropriate, and at the discretion of the Secretary, some documents may require any of the following:
  - i. a written request
  - ii. seven (7) business days notice
  - iii. a charge for document reproduction

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year-end of the Corporation will be December 31st in each year or on such other date as the Board may from time to time by resolution determine.

## **Section 5 – Officers**

### **5.01 Officers**

The Board shall appoint from among the Directors a President, Vice President, Secretary and Treasurer and shall also appoint the Immediate Past President at its first meeting following the annual meeting of the Corporation. The same person may hold two or more offices of the Corporation. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **5.02 Office Held at Board’s Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

### **5.03 Duties**

Officers shall be responsible for the duties assigned to them.

### **5.04 Duties of the Immediate Past President**

The Immediate Past President of the TBCM may continue to serve the Board in the following capacity:

- a. for a period of one (1) year immediately following their term as President.
- b. as ex-officio, non-voting member of the Board of Directors
- c. as an advisor to the President and other members of the Executive
- d. as an officer to carry out any additional duties assigned by the President.

### **5.05 Duties of the Chair**

The Chair shall perform the duties described in sections 3.05, 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

### **5.06 Duties of the President**

The President shall:

- a. be the chief executive officer of the Corporation;
- b. be Chairperson of the Executive Committee and Ex-officio member of all committees;
- c. supervise and control the Corporation’s business and affairs;
- d. be responsible for implementing the strategic plans and policies of the Corporation;
- e. serve as the central point of communication with management;
- f. lead management performance evaluations;
- g. report to each Annual or General Meeting of the Members of the Corporation concerning the management and operation of the Corporation;
- h. represent the Corporation at public or official functions; and
- i. perform such other duties as may from time to time be determined by the Board.

### **5.07 Duties of the Vice-President**

The Vice President shall have all the powers and perform all the duties of the President in the absence or disability of the President and shall perform any other duties assigned by the President or the Board.

### **5.08 Duties of the Treasurer**

The Treasurer shall:

- a. be the custodian of the books of account and accounting records of the Corporation required to be kept by law;
- b. be Chair of the Finance Committee;
- c. lead the procurement of annual accounting services and recommend award of contract to the members for their approval;
- d. serve as the central point of communication with the accounting service provider;
- e. submit a financial report at each regular meeting of the Board indicating the financial position of the Corporation;
- f. submit an annual financial report to the Board and the Corporation of the financial operations and holdings of the Corporation; and
- g. perform such other duties as may from time to time be determined by the President or the Board.

### **5.09 Duties of the Secretary**

The Secretary shall:

- a. attend meetings of the Board and Committees as required;
- b. keep minutes of all Board and Committee meetings and circulate the minutes to all members of the Board or Committee;
- c. attend to correspondence of the Board;
- d. be the custodian of all minute books, documents and records and registers of the Corporation required to be kept by law;
- e. be responsible for making documents available to members as per Section 3.07 in these By-Laws;
- f. keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;
- g. be the custodian of the seal of the Corporation;
- h. give such notice as required by law of all meetings of the Corporation, the Board and its Committees;
- i. ensure the Corporation reports, within fifteen (15) days, any changes to the names or number of Board of Directors or any changes to the location of its head office or corporate name;
- j. maintain a current register of members and directors; and
- k. perform such other duties as may from time to time be determined by the President or the Board.



## **Section 6 - Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. with the *Act* and the Corporation's articles and by-laws; and
- b. exercised their powers and discharged their duties in accordance with the *Act*.

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure as required by the *Act*. Except as provided by the *Act*, no such Director or Officer shall attend any part of a meeting or vote on any resolution to approve any such contract or transaction. Any declaration of conflict shall be entered into the minutes of any such meeting.

## **Section 8 - Members**

### **8.01 Members**

Membership in the Corporation shall consist of individuals interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

- a. Every member shall pay an annual membership fee prescribed by resolution of the Board of Directors.
- b. A membership in the Corporation is held by a single person, is not transferable, and automatically terminates if the Member resigns or their vending agreement is terminated or such membership is otherwise terminated in accordance with these Bylaws or rules outlined in the Vending Agreement
- c. Applicants for membership will become members when their membership has been approved by resolution of the Board of Directors and the membership fee fully paid. The Board of Directors has discretion to approve or deny a membership application. The Board's decision to approve or deny the application is final.
- d. Existing members must make application every year.
- e. The annual membership period will be from March 1 to February 28.
- f. Members must still make separate application for vending. Vendors do not necessarily have to be members, but membership does not guarantee the right to vend.

### **8.02 Disciplinary Act or Termination of Membership for Cause**

- a. The Board may pass a resolution terminating the membership of a member for violating any provision of the articles or by-laws.
- b. Prior to passing a resolution pursuant to 8.02 (a), the Board shall provide written notice to the member setting out any and all reasons for possible termination of the membership, including the specific provision of the articles or by-laws that was allegedly violated and any other information that the board may rely on in making its decision.
- c. The Member may, within ten (10) calendar days of receiving the written notice from the Board, submit to the Board a written response outlining the Member's position on the allegations and any other information the Member believes may assist the Board in coming to a decision.
- d. Upon receipt of the Member's written submission, or following the ten (10) day period set out in 8.02 (c), the Board shall consider the alleged violation and the Member's position on the allegations and make a final decision whether to terminate the membership.
- e. The Board shall provide the Member with a copy of its decision, in writing, as soon as possible after the decision is made.
- f. The Board's decision is final.
- g. In the event a member's membership is terminated pursuant to this section, there shall be no refund of any membership fees.

## **Section 9 - Members' Meetings**

### **9.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the by-laws or articles. Members shall also be provided with any supplementary documents required to conduct the business of the annual meeting including the method in which to vote by proxy.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent general and special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year as stipulated in the *Act*;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

### **9.02 General Meetings**

The Board will hold at least one general meeting per year which is separate from the annual meeting. Not less than twenty-one (21) days prior to the general meeting, members shall be provided with notice of the meeting which includes the agenda and any supplementary documents necessary to conduct the meeting including the method in which to vote by proxy. The business transacted at a general meeting shall include and not be limited to:

- a. committee and sub-committee reports; and
- b. such other or special business as may be set out in the notice of meeting.

### **9.03 Special Meetings**

Members of the Corporation holding not less than one-tenth of the membership that carry the right to vote at the meeting proposed to be held, may request the directors to call a general meeting of the members for any purpose connected with the affairs of the corporation that is not consistent with the *Act*.

- a. The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the corporation and may consist of several documents in like form signed by one or more requisitionists.
- b. Upon deposit of the requisition, the directors shall call forthwith a general meeting of the members for the transaction of the business stated in the requisition.

- c. If the directors do not, within twenty-one (21) days from the date of the deposit of the requisition, hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

#### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is a twenty percent (20%) of the Corporation's Membership present in person. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### **9.05 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

#### **9.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost;
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **9.07 Governance of Meetings**

Meetings of members shall be governed in accordance with Roberts' Rules of Order, newly revised edition.

#### **9.08 Persons Entitled to be Present**

Member meetings shall be open to the general public. However, only Members of the Corporation are entitled to speak or cast a vote at any Member Meeting.

**Section 10 - Notices**

**10.01 Service**

Any notice required to be sent as per the By-laws shall be sent via email indicated on Membership Application.

**10.02 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members’ meeting shall invalidate the meeting or make void any proceedings taken at the meeting. However, failure to receive notice does not deprive a member of the right to vote at the meeting.

**Section 11 - Adoption and Amendment of By-laws**

**11.01 Amendments to By-laws**

The Members may from time to time amend the by-law of the Corporation by a majority of the votes cast at a General or Annual Meeting provided notice to the Secretary has been submitted in the manner stipulated in section 9.01. A motion to amend the by-laws must be provided to the Secretary no later than sixty (60) days prior to the notice of the Annual meeting.

Enacted on the \_\_\_\_\_ of \_\_\_\_\_ in the year \_\_\_\_\_ at \_\_\_\_\_.

\_\_\_\_\_  
(President Name – Printed)

\_\_\_\_\_  
(Secretary Name – Printed)

\_\_\_\_\_  
Signature)

\_\_\_\_\_  
(Secretary’s Signature) (President’s

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Date)

*(signed copy kept on file in Market Office)*