

# Nanaimo Downtown Farmers' Market Society

## Bylaws

### Part 1 — Interpretation

- 1 (1) In these bylaws, unless the context otherwise requires:

"**directors**" means the directors of the society for the time being;

"**Society Act**" means the Society Act of British Columbia from time to time in force and all amendments to it;

"**registered address**" of a member means the member's address as recorded in the register of members..

"**market**" refers to a farmers' market run by the society.

"**special market**" refers to an extra market as determined by the board, i.e.. – Cruise Ship markets.

**The constitution, these bylaws and the rules and regulations will apply to all markets and special markets**

(2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

### Part 2 — Membership

- 3 The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 4 A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 5 Society membership is mandatory for all vendors. New Drop-in vendors will be allowed one market before being required to joining the society.
- 6 Every member must uphold the constitution and comply with these bylaws and the rules and regulations.
- 7 The amount of the first annual membership dues must be determined by the directors and after that the annual membership dues must be determined at the annual general meeting of the society or an extraordinary general meeting called for that purpose.
- 8 A person ceases to be a member of the society
- (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society, or by email to the society email address,
  - (b) by not renewing his or her membership during the current market year,
  - (c) on his or her death or, in the case of a corporation, on dissolution,

(d) on being expelled.

- 9 (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  - (4) A member may be expelled by a vote of the directors. This vote must pass by at least a 60% majority.
  - (5) If the expulsion is as a result of the directors' vote, the member must be given the opportunity to be heard at a directors meeting.
  - (6) If a member has been expelled from the society, that member may appeal that decision and request, in writing, admittance back into the society. This request shall include an acknowledgement as to the reasons for the original expulsion. The directors will then vote on the matter and that vote must pass by a 60% majority.
- 10 Members are in good standing, except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid. The fee deadline for returning vendors will be the first market of the season. Extension may be granted with Board approval.

### **Part 3 — Meetings of Members**

- 11 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
- 12 Every general meeting, other than an annual general meeting, is an extraordinary general meeting; therefore, only the item(s) announced at the call of the meeting shall be open for discussion. Any others items shall be for information purposes only.
- 13 The directors may, when they think fit, convene an extraordinary general meeting. The membership may convene an extraordinary general meeting by petition of 10% of the members.
- 14 (1) Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
  - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 15 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## Part 4 — Proceedings at General Meetings

### 16 Special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the following:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required;
  - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

### 17 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.

### 18 This society shall follow Robert's Rules of Order.

### 19 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

### 20 Subject to bylaw 21, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

### 21 If at a general meeting

(a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the president and all the other directors present are unwilling to act as the chair,

the members present must choose one of their number to be the chair.

- 22 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 23 (1) A resolution proposed at a meeting shall be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- 24 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands, except as in 32 (3).
- (3) Voting by proxy is not permitted.
- 25 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

## **Part 5 — Directors and Officers**

- 26 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
  - (b) these bylaws,
  - (c) rules and regulations, not being inconsistent with these bylaws, that are made from time to time by the board of the society.
- 27 The directors shall devise and enforce the rules and regulations required for the management of the market.
- 28 A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 29 No director, currently a director in another farmers' market, shall be president, vice-president, treasurer or secretary in this society.
- 30 (1) The president, vice president, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- 31 All Executive Board members and Committee members must have access to the internet, and the ability to partake in electronic transmissions for the purpose of remotely attending Board meetings.

- 32 (1) The directors must retire from office at each annual general meeting when their successors are elected; except for the president, vice-president, secretary and treasurer who are elected for a two year term. These officers must retire at the appropriate annual general meeting.
- (2) The directors will be elected at large and will meet within thirty days of the Annual General Meeting to choose the President, Vice President, Secretary and Treasurer.
- (3) An election may be by acclamation; otherwise it must be by secret ballot.
- 33 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for election at the meeting.
- 34 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed numbers of directors in office.
- 35 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- 36 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all documented expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society. Where documentation is not available, the expense must be approved by the directors.

## **Part 6 — Proceedings of Directors**

- 37 The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 38 The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- 39 The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their numbers to be the chair at that meeting.
- 40 A director may at any time, and the secretary, on the request of a director, must convene a meeting of the directors.
- 41 All scheduled board meetings are open to members. Members will not have a vote.
- 42 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- 43 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors

present who are members of the committee must choose one of their numbers to be the chair of the meeting.

- 44 The members of a committee may meet and adjourn as they think proper.
- 45 Neither the board, nor any director on the board, will raise or secure payment or repayment of monies without the prior consent of the membership by special resolution.
- 46 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, cable, or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
- 47 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote. A tie vote is defeated.
- 48 A resolution proposed at a meeting of directors or committee of directors shall be seconded, and the chair of a meeting may move or propose a resolution.
- 49 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **Part 7 — Duties of Officers**

- 50 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
- 51 The vice president must carry out the duties of the president during the president's absence.
- 52 The secretary must do the following:
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) maintain the register of members.
- 53 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - (b) render financial statements to the directors, members and others when required.
- 54 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 30 (2).

- 55 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

### **Part 8 — Notices to Members**

- 56 A notice may be given to a member, either personally, by mail, by fax, by telephone or by e-mail to the member at the member's registered address or telephone number. The member is obliged to notify the society of any change of address, e-mail address, and/or telephone number. A written record of how the member is notified must be kept.
- 57 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted. The written record shall be proof that notice has been given.
- 58 (1) Notice of a general meeting must be given to every member shown on the register of members on the day notice is given.
- (2) No other person is entitled to receive a notice of a general meeting.

### **Part 10 – Privacy of Information**

- 59 Member's personal information will not be made available unless it is for the proper operation of the society and only with the approval of the member.
- 60 Member's information will be protected as defined within the Personal Information Protection Act.

### **Part 11 – Donations**

- 61 The directors shall make donations, where financially feasible, to charitable organizations within the general Nanaimo area provided that:
- (a) there be a minimum of three (3) months operating funds available, and
- (b) no member of the society will directly benefit from the donation.

### **Part 12 — Bylaws**

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