

## **Constitution**

### **Cedar Farmers' Market Agricultural Society**

#### **1. Name**

The organization shall be known as Cedar Farmers' Market Agricultural Society, hereafter known as CFMAS.

#### **2. Mission Statement**

That Society supports farmers and vendors and their traditions. It promotes leadership, development, management and representation of local agriculture and craftsmanship.

#### **3. Purpose:**

- To promote awareness of local food resources
- To provide an opportunity for people in the local area to buy and sell locally produced, high quality, fresh and nutritious food, plants, and handcrafted items on a regular basis
- To promote the rural atmosphere of the Cedar/Yellow Point area.
- To enhance the sense of community by providing a place for people to meet in a relaxed, casual environment.

## Bylaws

### Cedar Farmers' Market Agricultural Society

#### Definitions:

"Society" refers to the Cedar Farmers Market and Agricultural Society

"General Meeting" refers to the Annual meeting of the Membership of the Society at which time the various requirements of a General Meeting must be met.

An "Extraordinary General Meeting" refers to all other meetings of the Members of the Association.

"Act" refers to the BC Society Act

"Member" refers to a voting member of the "Society"

#### 1. Membership:

Membership in the Society are the applicants for incorporation of the Society and those people, businesses and Corporations that agree to uphold the Constitution of the Society, have been approved by the Board of Directors and pay the prescribed membership dues as set out from time to time by the Board of Directors. To remain in good standing members must pay their annual dues and continue to demonstrate their support of the Constitution of the Society.

#### 2. Membership fees

The board of directors shall prescribe an annual membership fee, which shall be approved yearly by the membership at each annual meeting.

#### 3. Bylaws

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

#### 4. A person ceases to be a member

- a. By written request delivered to the Secretary of the Society or to the Official Address of the Society by hand or by mail.
- b. By his/her death
- c. On being expelled by a special resolution passed at a General Meeting. The notice for expulsion must be accompanied by a brief description of the reasons for expulsion and the member must be given an opportunity to be heard at that General Meeting before the special resolution is put to a vote.
- d. All members remain in good standing unless they fail to pay their annual dues owing to the Society and remain not in good standing until the debt has been paid in full.

**5. Meetings of Members:**

- a. The General meeting of the Society must be held at a time and place, in accordance with the Society Act, that the Directors decide. Notice of a General meeting must be provided to each member 14 days prior to the Meeting date in person, by mail or email. Notices mailed are deemed received 2 working days after post mark.
  - b. Every General Meeting other than the annual General Meeting is an Extraordinary General Meeting.
  - c. The directors may convene an Extraordinary Meeting when they see fit.
  - d. Notice of a General Meeting must specify the place, day and hour of the meeting and in the case of special business, the general nature of the business.
  - e. The first annual General Meeting must be held not more than 15 months after the Incorporation of The Society. After that an annual General Meeting must be held at least once in every calendar year and not more than 15 months after the last Annual General Meeting.
  - f. Voting on motions is by show of hands.
  - g. Voting by proxy is not allowed.
- 6.** Directors of the Society will be nominated and either acclaimed or elected by the members present at the annual General Meeting by ballot.
- a. Immediately following the annual General Meeting the newly elected board will meet and decide who among them will fill the Officers roles.
  - b. The minimum number of Directors is set at 5.

**7. Directors and Officers:**

The directors may exercise all the powers and do all the acts and things that the society may exercise and do that are not by these bylaws or by statute or are lawfully required to be done by the society in a general meeting. These powers are subject, nevertheless, to

- a. all laws affecting the society including the Society Act,
- b. these bylaws, and
- c. rules that are made from time to time by the society in a general meeting.
- d. The directors may appoint a member to fill a vacancy in the Directors until the next General Meeting.
- e. The Directors must retire from office at each General Meeting when their successors are elected. Selection may be by acclamation otherwise it must be by ballot. If no successor is elected the person previously elected continues to hold office.

- f. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the society.

## **8. Duties of Officers**

### The president

- a. presides at all meetings of the society and of the directors.
- b. is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

### The vice president

- a. carries out the duties of the president during the president's absence.

### The Secretary

- a. conducts the correspondence of the society;
- b. issues notices of meetings of the society and directors;
- c. keeps minutes of all meetings of the society and directors;
- d. has custody of all records and documents of the society except those required to be kept by the treasurer;
- e. maintains the register of members.

### The treasurer

- a. keeps the financial records, including books of account, necessary to comply with the Society Act,
- b. produces financial statements for the directors, members and others when required.
- c. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- d. If a secretary treasurer holds office, the total number of directors must not be less than five (5).
- e. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## **9. Removal of Directors and Officers**

A director may be removed from office by special resolution and another director may be elected, or appointed by ordinary resolution, to serve during the balance of the term.

#### **10. Finances**

The Society shall maintain its funds in an accredited institution and have and present its financial statement at its annual meeting.

#### **11. Borrowing**

- a. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- b. A debenture must not be issued without the authorization of a special resolution.
- c. The members may by special resolution restrict the borrowing powers of its directors, but a restriction imposed expires at the next annual general meeting.