



# Constitution and Bylaws

*Revised (version2) and approved by membership resolution February 10, 2015*

## CONSTITUTION

### NAME

The name of the association shall be the Royal City Farmers Market Association.

### PURPOSE

The purpose of the Association:

- a) To provide a seasonal open air produce market to New Westminster and environs;
- b) To provide educational opportunities and information about healthy living, nutrition, and wellness issues, and to support local sustainable food initiatives;
- c) As determined by the community, the Royal City Farmers Market Association and its membership, to undertake events, projects, and involvements which speak to the furtherance of the purposes stated herein by the Association.

## BYLAWS

### PART ONE: INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires:
- a) "Association" means the Royal City Farmers Market Association;
  - b) "Conflict of interest" means a conflict between the personal, professional, or vocational interest of a director with the interests of the association in respect of any matter than director may from time to time deliberate or be required to decide by decision or vote;
  - c) "Directors" means the director of the association as elected by the membership from time to time;
  - d) "Membership" means those person or persons who live, work, own or rent in the area known primarily as New Westminster.

### PART TWO: MEMBERSHIP

- 2.1 A General Membership is defined to include a person, a company, a co-operative organization, or a vendor group or any individual representing such as defined membership groups and membership confers one vote for the purposes of the definition. Membership in the Royal City Farmers Market Association shall be open to all in these defined categories that live, work, own, or rent in New Westminster, however membership opportunity is extended beyond that geographic area.
- 2.2 All members as defined by 2.1 shall have access to and voting powers within the association with each member having one vote to cast at general or special meetings of the association.
- 2.3 An annual membership fee will be set at each AGM, and each membership shall expire 364 days after date of purchase, which will be clearly noted on the provided membership card. A current membership is required to confer membership status and / or voting powers. A member may be deemed to be in good standing only if membership fees are up to date. All Board of Director members are required to have a valid membership in order to stand for election.
- 2.4 On being admitted to membership, each member is entitled to, and the Association shall provide without charge, a copy of the constitution and bylaws of the Association, via email or via mail if requested. Every member must uphold the constitution of the association and comply with the established bylaws.

## PART THREE: DIRECTORS

- 3.1 The association will be comprised of a maximum of seven (7) members known as the Board of Directors being titled President, Secretary, Treasurer, and four Members at Large, of which a maximum of three members may be current Vendors. Committees are at the discretion, direction, and approval of the Board.
- 3.2 Terms of Office for all directors shall be renewed annually at a general meeting of the association and proper notice of said meetings shall be given. The exception is the President, which is a two-year appointment. The Directors may at any time and from time to time appoint a member as a director to fill a vacancy. The Director so appointed holds office only until the next annual general meeting, but in any case, is eligible for election at that meeting.
- 3.3 To conduct any legal meeting of the association a quorum shall be at least 3 directors of the Association. For sub-committee meetings, two directors must be present to be considered quorum.
- 3.4 The Board of Directors of the Association shall seek the views, reaction, and input from the membership on all matters of the proposed policy or other recommendations.
- 3.5 Meetings of the Board of Directors must be announced and published on the Association website prior to the proposed meeting and the regular meeting schedule of the Board of Directors shall be determined by the directors from time to time in a regular meeting format.
- 3.6 The Board as it deems necessary may establish permanent (standing) or temporary (ad hoc) committees and appoint directors or members to such committees from time to time. Committees, their members, or assignees shall not have the power to act on behalf of the Association except with the express approval of the Board of the Association. All sub-committee participants must be members of the Association.
- 3.7 Emergency Powers of the Board: In such cases where the Board must provide representations, recommendations, or opinion to the City membership or other questioners, and if a meeting of the association cannot be conveniently called in a timely manner, the Board is empowered to represent the views and positions of the membership subject to such positions being reviewed and accepted by a quorum in attendance at the next general meeting of the association.
- 3.8 Any director failing to attend three consecutive association general meetings shall be automatically deemed to have resigned from the board and the board shall be empowered fill the vacant position forthwith.
- 3.9 Every director of the association shall exercise the powers and discharge the duties of his or her office honestly, and in good faith, and in the best interests of the association and in connection therewith shall exercise the degree of care, diligence, and skill that a reasonable and prudent person might exercise. A director of the association shall avoid matters, involvements, and voting position that might be deemed to be in a conflict of interest of the association as defined in the interpretations of the term "conflict of interest". A director must not be remunerated for acting on behalf of the association but may be reimbursed for all expenses necessarily or reasonably incurred while engaged in the services of the association.
- 3.10 Borrowing Powers: In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure payment or repayment of the money in the matter they decide. The members may, by special resolution, restrict the borrowing powers of the directors, but any such restriction imposed expires at the next annual general meeting.

## PART FOUR: ANNUAL GENERAL MEETING

- 4.1 An annual general meeting shall be held for the association and such meeting shall not exceed fifteen (15) months from the date of the previously held annual general meeting.
- 4.2 Annual General Meetings of the Association must be announced and published to the membership at least ten (10) days prior to the proposed meeting and the regular meeting schedule of the Board of Directors shall be determined by the directors. Publication in the local newspaper, on the Association website, and through email are acceptable.
- 4.3 The purpose of the annual general meeting shall be to elect or re-elect the Board of Directors of the Association, to also present reports to the membership as deemed appropriate by the directors, and to also present resolutions pertaining to the Association.

- 4.4 Robert's Rules of Order shall govern the procedures of the Annual General Meeting of the Association. Voting may be by a show of hands or by ballot as determined in advance by the directors of the association. Proxy voting is not considered valid by the Association.

## PART FIVE: MEETINGS OF THE ASSOCIATION

- 5.1 Quorum shall be as described in 3.3 above.
- 5.2 Robert's Rules of Order shall govern the procedures of all meetings of the Association.
- 5.3 General meetings shall be scheduled and published to the membership at least ten (10) days in advance of the meeting at a time, place, and date set by the directors. Proper notification is deemed to have been delivered if in person, by mail, by facsimile, or other electronic means such as email and/or the internet via the website. Failure to publish meeting information in the paper does not constitute a breach of protocol and the association is empowered to conduct such meetings regardless.
- 5.4 An agenda shall be produced and receive approval by majority vote at the commencement of each meeting. Acceptance, amendment, or additions to the agenda are made by majority vote.
- 5.5 The meetings of the Association shall be to receive or make proposals, recommendations, notifications, and conduct such business as shall properly come before the Association from time to time whether in writing or by petition of a member. Meetings are open to the public regardless of membership although membership shall determine voting rights of the attendee(s). Permission should be sought through the Secretary to attend and will be granted on a case-by-case basis by a majority Board of Directors' vote.
- 5.6 Minutes of each meeting shall be dutifully kept and disseminated to all directors in a timely manner. The Secretary shall have custody of the minutes which minutes shall be held at the registered address of the Association, or in a safe storage location as determined by the Board. .
- 5.7

## PART SIX: PUBLICATION OF THE CONSTITUTION AND BYLAWS OF THE ASSOCIATION

- 6.1 The constitution and bylaws must be provided to each Director of the Association at the time of election of that Director.
- 6.2 These bylaws and the constitution cannot be altered except by special Resolution at a properly convened meeting of the association.