

Calgary Earth Market Society

OBJECTS

The Objects of the Calgary Earth Market Society are to:

- a. Operate an Alberta Approved Farmers' Market
- b. Contribute to the economic viability of rural and urban small farms and local cottage industries by providing ready markets and creating long term opportunities for them to retail their products at a fair return
- c. Provide consumers with a choice of quality, locally made, baked and grown goods in settings that allow them to interact directly with the individual producers and to thereby foster stronger connections between urban and rural dwellers
- d. Provide viable and vibrant marketplaces which help create a sense of community in the urban neighbourhoods where markets are held
- e. Help preserve rural communities and farmland by fostering sustainable small-scale agriculture
- f. Serve as a practical and accessible medium for public education and mobilization around nutrition, agricultural, sustainability and food policy issues

Calgary Earth Market Society

Bylaws

ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

1.1 In these Bylaws, unless the context otherwise requires, the following definitions shall apply:

- (a) "Act" means the *Societies Act*, being Chapter S-14 of the Revised Statutes of Alberta 2000, current as of September 22, 2014, as amended from time to time, or any other statute enacted to replace the *Societies Act*, and currently in force;
- (b) "Association", "Society", "Farmers Market" or "Calgary Earth Market" means Calgary Earth Market Society;
- (c) "Board of Directors" or "Board" means the Board of Directors from time to time of the Association;
- (d) "Bylaws" means these Bylaws and all other Bylaws of the Association from time to time in force and effect;

- (e) “Chapter” or “branch society” means a group of Calgary Earth Market Members which has been issued a charter pursuant to Article 9 herein;
- (f) “ Director” means any person elected or appointed to the Board;
- (g) “Fees” or “dues” means the membership fees and amount and terms of payment of which shall be determined by the Board of Directors from time to time;
- (h) “Members” means all categories of Members of the Association;
- (i) “Farmers’ Market” means the same as the meaning assigned by the Alberta Department of Agriculture, Food and Rural Development;
- (j) “Vendor” means a person, corporation or company which produces goods for a Farmers’ Market and has operated a stall at the Calgary Earth Market for one or more market days;
- (k) “Special Resolution” means a resolution passed at a meeting of the membership of this Association. There must be twenty-one (21) days’ notice for this meeting and approval by seventy-five percent (75%) of the voting Members who vote in person. The following motions require a Special Resolution: changing the objects of the Association; amending the Bylaws; and dissolving the Association.
- (l) “Voting Representative” means those persons designated as a Regular Member, or in the case of firms or corporations, as their Voting Representatives in accordance with Article 3 hereof.

1.2 Words indicating the singular include the plural and vice versa; words indicating gender include the feminine, masculine and all other genders; and words indicating persons include individuals, bodies corporate, partnerships, trusts, and incorporated Associations.

1.3 The headings used throughout these Bylaws are inserted for reference purpose only and are not to be considered in construing the terms or provisions of any Article, nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 - NAME AND INCORPORATION

2.1 The name of the Association shall be Calgary Earth Market Society.

2.2 The Association is incorporated as a non-profit under the Societies Act of Alberta.

ARTICLE 3 – MEMBERSHIP

3.1 Application for Membership

- (a) Application for membership in the Association shall be addressed in writing to the Board.

- (b) The Board shall approve those who are clearly qualified for membership and shall refer those not so qualified, upon appeal, to the person appointed by the Board for that purpose.
- (c) In the event that the Board requests proof of eligibility, it is the responsibility of the applicant to provide such proof.
- (d) Applicants may appeal the refusal of membership to the Board of Directors, the decision of which shall be final and binding, and there shall be no further appeal therefrom.
- (e) All Memberships are non-transferrable.

3.2 Categories of Membership

The categories of membership in the Association shall be:

- (a) A Regular Member is a person, company, business, partnership or sole proprietorship who has agreed to honour, uphold and support the objects of the organization, which has met the membership criteria as established by the Board of Directors and has paid the membership fee.

The Regular Members shall be further categorized as:

- i. Vendor members
 - ii. Community members
- (b) An Associate Member is an individual who provides good or services used by the Calgary Earth Market in the normal course of business; a government official; an industry representative; a student or other person who wishes to be informed about the Calgary Earth Market and has paid the fee.
- (c) An Honoured Life Member is a person whom the Calgary Earth Market wishes to honour in accordance with established criteria.

3.3 Rights, Privileges and Obligations

- (a) A member in good standing is entitled to:
 - a) receive notice of General, Annual General and Special meetings of the Association;
 - b) attend General, Annual General and Special meetings of the Association;
 - c) speak at any General, Annual General and Special meeting of the Association;
 - e) be eligible to serve as a Director of the Association, and
 - f) exercise other rights and privileges given to Members in these Bylaws.
- (b) All categories of Members shall have equal rights, privileges and obligations, subject to the following exceptions:

- a) Regular Members shall be entitled to nominate one Voting Representative to attend meetings of the Members and to vote. Each Voting Representative shall have one vote.
- b) All other categories of membership shall be non-voting at General, Annual General or Special Meetings of the Members.
- c) Honoured Life Members shall pay no fee.

3.4 Member in Good Standing

A Member is in good standing when:

- a) The Member has paid membership fees to the Association for the current year;
- b) The Member has not withdrawn their membership from the Association;
- c) The Member has not been expelled from the Association.

3.5 Professional Conduct

All Members of the Association are required to comply with the Standards of Conduct as established from time to time by the Board of Directors. Failure to comply shall be cause of termination of membership from the Association.

3.6 Termination of Membership

Membership in the Association may be terminated:

- (a) By a resolution passed by vote of not less than two-thirds (2/3) of the Regular Members entitled to vote at a General Meeting of the Association, provided that notice of such meeting and of the resolution proposed to be passed thereat shall be given to such member.
- (b) For cause by the Board of Directors after a Member has been given 30 days' notice of the reason for such termination and the opportunity to show cause why the membership should not be terminated. Such representation shall be made in writing or in person by the Member at the next meeting of the Board.

3.7 Withdrawal from Membership

Any Member wishing to withdraw from membership may do so upon giving notice in writing of intention to withdraw to the Board, and the membership shall cease effective on the date such notice is received by the Board. Upon withdrawal from membership, a Regular Member shall no longer be entitled to be represented by its Voting Representative.

3.8 Membership Fees

- (a) The annual Membership Fee in the Association shall be determined by the Board.

- (b) In addition to annual membership fees, the membership fee structure may include other terms (for example, two year membership term)
- (c) Membership fees are due and payable at the time application for membership is made and accepted. Fees are not refundable.

3.9 Renewal of Membership

- (a) In order to maintain its membership in good standing, a Member shall renew their membership annually, complete a renewal form if requested to do so by the Association, and pay their annual Membership Fee.
- (b) If a Member has not renewed their membership within three (3) months following the renewal date, the Member is considered to have submitted their withdrawal from the Association.

ARTICLE 4 – MEETINGS OF THE ASSOCIATION

4.1 Annual General Meeting

The Association shall hold an Annual General Meeting (AGM) no later than November 1st of each year. The Board shall determine the time and place of the meeting. The Business of the Annual General Meeting shall include:

- (a) adoption of the agenda;
- (b) adoption of the minutes of the last Annual General Meeting;
- (c) presentation of the audited financial statements;
- (d) election of new Directors;
- (e) appointment of the auditor; and
- (f) other business as may be determined by the Board.

4.2 General Meetings

General Meetings of the Association may be called at any time by the Secretary upon instructions of the Chair or Board.

4.3 Special Meetings

A Special Meeting of the Association may be called:

- (a) at any time by the Chair or by resolution of the Board;
- (b) upon written request of a minimum of sixty percent (60%) of the Regular Members of the Association. The request must state the reason for the Special Meeting and the motion(s)

which will be submitted at this meeting, and no other business may be considered at those meetings.

4.4 Notice

- (a) Notice of every meeting of the Association shall be made twenty-one (21) days before the meeting.
- (b) Notice of the meeting shall be by mail or electronic media to the Member's address as noted in the records of the Association. Postmark or dated electronic media shall be used to confirm delivery of the material.
- (c) No error or omission in giving notice of a meeting of the Association shall invalidate any action taken at the meeting.

4.5 Conduct of Meetings

The Chair, or when absent, the Vice-Chair, shall preside at every meeting of the Association. If neither the Chair nor Vice-Chair is present, the Members present shall choose another Director as Chair. If no Director is present, the Members present shall choose one of their numbers to preside at the meeting.

4.6 Quorum

- (a) A quorum at any meeting of the Association shall be a minimum of twenty-five percent (25%) of the Regular Members.
- (b) If a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting shall be adjourned to the same day, time and location of the following week.
- (c) If a quorum is not present at the adjourned meeting:
 - a) the meeting will be cancelled if the meeting was requested by Members
 - b) the Members present shall constitute a quorum in all other cases.

4.7 Voting

- (a) The Voting Representative of all Regular Members in good standing shall have one (1) vote on all questions put to the Members at an Annual, General or Special Meeting of the Association.
- (b) At any meeting of the Association, any motion shall be passed by a simple majority of votes from the Members present. Motions which require a Special Resolution shall be passed by approval of seventy-five percent (75%) of the Members present.

- (c) Voting shall be made in person by show of hands unless a minimum of (3) Members request a ballot.
- (d) Where a ballot is requested by Members, the Chair shall decide the method for a ballot vote.
- (e) The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- (f) The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- (g) There shall be no voting by proxy at any meeting of the Association.
- (h) In the absence of a meeting, a written resolution signed by all Members is as valid as if it had been passed at a meeting.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 Powers and Duties of the Board

The affairs of the Association shall be managed by a Board of Directors. The Board shall, subject to the Bylaws or directions given by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association. The Board of Directors is charged with the governance and oversight of the organization. The Board may:

- (a) borrow or raise funds to meet its objectives and operations in such manner as the Board sees fit in accordance with the Act and in accordance with Article 8.4;
- (b) appoint standing committees and ad hoc committees to assist the Board in its work;
- (c) appoint a Senior Executive or other staff to manage the affairs of the organization under the general direction of the Board;
- (d) appoint agents or attorneys from time to time with such powers of management, administration or otherwise as required;
- (e) enter into contracts on behalf of the organization; and
- (f) exercise all other powers and do all other acts as the organization is authorized.

5.2 Qualifications

Any person is eligible to be a Director of the Board who:

- a. Is 18 years of age or older;
- b. Is a Regular Member of the Association, as defined in Section 3.2: *Categories of Membership*;
- c. Is not an employee of the Association;

- d. Is legally competent to conduct business and enter contracts under the laws of Canada and its provinces.

5.3 Composition

- (a) The Board of Directors shall consist of a minimum of five (5) individuals to a maximum of nine (9) individuals.
- (b) The Members at the Annual General Meeting of the Association shall elect the Directors.
- (c) The Board shall ensure through the nomination process that there is representation from the vendors, the community and from businesses in the community in order that a variety of stakeholder groups are represented.

5.3 Nominations & Elections

- (a) All nominations for the election of Directors shall be received by the Board no later than 14 calendar days prior to the date of the Annual General Meeting.
- (b) When the number of Candidates are equal to or less than the number of Director positions available, the election will be by acclamation. When the number of Candidates are more than the number of Director positions available, the election will be by ballot.

5.4 Term of Office

- (a) The term of service of a Director shall be a two (2) year term subject to the right of the Board to stipulate prior to the Annual General Meeting that a Director's term be for one (1) year in order to achieve or amend a staggered sequence of election of Directors.
- (b) Each Director shall serve no more than five (5) consecutive terms. The term of office of Directors shall commence immediately following the Annual General Meeting at which they were elected.
- (c) A Director may resign from the Board by providing written notification to the Chair. His/her resignation becomes effective on the date specified in the letter of resignation.

5.5 Board Vacancies

Where a Director's position becomes vacant during a term, the Board of Directors may appoint an interim Director to the position. Interim Directors shall serve from the date of appointment by the Board until the next Annual General Meeting at which time they will be eligible for re-election by the Members.

5.6 Expulsion of Director/Officer

- (a) The Board may expel any Director/Officer that undertakes activities that are not consistent with the objects of the Association.
- (b) Notice of Intention to Expel from the Board of Directors shall be served in writing to the Director/Officer at least twenty-one (21) days in advance of the Board meeting at which the expulsion shall be voted upon, and shall state the grounds for expulsion.
- (c) A Director/Officer under Notice of Intention to Expel shall have the right to contest such notice at the Board meeting at which the expulsion is to be voted upon.
- (d) Expulsion shall be deemed to have occurred upon the passing of a Special Resolution by seventy-five percent (75%) of Directors present at the meeting.

5.7 Remuneration

No Director or Officers of the Association shall receive remuneration of any type from the Association for performance of his/her duties. Directors and Officers may be reimbursed upon Board approval for reasonable expenses incurred while performing such duties.

ARTICLE 6 – OFFICERS OF THE BOARD

6.1 Officers

The Board will appoint a Chair, Vice-Chair, Secretary, Treasurer, and such other Officers as the Board may choose. The Board shall appoint the Officers at the first Board meeting following the Annual General meeting each year. The duties of the Officers shall be such as their titles by general usage would indicate, as may be required by law and specified or assigned to them from time to time by the Board of Directors. The office of Secretary and Treasurer may be filled by one person.

6.2 Directors Term of Office

- (a) Officers are appointed to a two-year term subject to the right of the Board to stipulate that an Officer's term be for one (1) year in order to achieve or amend a staggered sequence to maintain continuity.
- (b) All Officers can be re-appointed to any Officer position after completion of their term, to a maximum of three consecutive two (2) year terms.

6.3 Chair

The Chair shall preside at all meetings of the Association and of the Board. In the absence of the Chair at any meeting, the Vice-Chair shall preside at such meeting. The Chair shall be an ex-officio member of all committees.

6.4 Vice-Chair

The Vice-Chair shall perform the duties and exercise the powers of the Chair in the absence or disability of the Chair.

6.5 Treasurer

The Treasurer shall ensure the proper recording, deposits and disbursements of all funds of the Association and present a full detailed account of the Association's receipts and disbursements to the Board as requested. The Treasurer shall present the audited financial statement of the financial position of the Association to the Annual General Meeting.

6.6 Secretary

The Secretary shall ensure that a full and complete record of all proceedings of the Association is kept, and be the custodian of the Association's Seal. The Secretary shall ensure that a record is kept of all Members of the Association and their mail and electronic mail addresses and send all notices of the various meeting as required.

ARTICLE 7 – MEETINGS OF THE BOARD

7.1 Notice of Meetings

- (a) Meetings of the Board shall be held as often as may be required but at least four (4) times per year and shall be called by the Chair, or the Vice-Chair upon instructions by the Chair.
- (b) Notice of meetings of the Board shall be in writing not less than ten (10) days prior to the meeting. Notice may be served by mail or electronic media.
- (c) The Chair shall also call a meeting of the Board if requested to do so by a minimum of three (3) Directors provided they request the Chair in writing to call such meeting and state the business to be brought before the meeting. Notice of such meeting shall be given to each Director not less than forty-eight (48) hours prior to the holding of the meeting either by telephone or by electronic media.
- (d) Meetings may be held without notice if a quorum of the Board is present, provided however that any business transactions at such meetings shall be ratified at the next regularly scheduled meeting of the Board; otherwise they shall be null and void.

7.2 Conduct of Meetings

- (a) A meeting of the Board may be held by teleconference, internet and other electronic means, or a Director may participate in a meeting of the Board by means of conference call or other electronic means, as permits all persons participating in the meeting to communicate with each

other. A Director participating in such a meeting by such means is deemed to be present for the meeting.

- (b) The Chair of the Board of Directors shall preside at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside at meetings. If neither the Chair nor the Vice-Chair is present, the Directors shall appoint a Chair from among the Directors present for the meeting.
- (c) A quorum at meetings of the Board of Directors shall be fifty percent (50%) plus one Director. If a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting shall be cancelled.

7.3 Voting Procedures

- (a) Each Director present at a meeting of the Board shall have one (1) vote on all questions put forward. A simple majority vote shall decide the outcome of all motions. Votes may be cast by teleconference, Internet or other electronic means as required.
- (b) The Chair does not have a second or casting vote in the case of a tie. In the case of an equality of votes, the motion shall be defeated.
- (c) Proxies are not accepted at meetings of the Board.
- (d) All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or call a Board meeting. The date on the resolution is the date it is passed.

7.4 Board Committees

The Board may appoint standing committees and ad hoc committees to assist the Board in its work. Committees may only exercise those powers which are contained in the Act as pertaining to the powers of Directors and committees. All committees operate under Board-approved terms of reference.

ARTICLE 8 – FINANCIAL

8.1 Business of the Association

- (a) The fiscal year-end of the Association shall be March 31st of each year.
- (b) The registered office of the Association shall be in Calgary, Alberta.
- (c) The Board may adopt a seal as the Seal of the Association. The Secretary has control and custody of the seal, unless the Board decides otherwise. As signing authorities, the Chair, Vice Chair, Secretary and Treasurer are authorized to use the seal.

8.2 Books, Records and Auditing

- (a) The Secretary keeps the Minutes of meetings of the Members and of the Board.
- (b) The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or law.
- (c) The books, accounts and records of the Association shall be audited at least annually by a duly qualified accountant, or by two members of the Association with the knowledge and expertise to prepare and review said financials, who in both cases will be appointed for that purpose by the Members at the AGM. A report of this audit shall be submitted along with a complete and proper statement of the standing of the books for the previous year at the Annual General Meeting of the Association.

8.3 Inspection of Books and Records

- (a) Any Director may inspect the books and records of the Association upon giving reasonable notice to the Secretary.
- (b) The Association's books and records shall be made available to any Member, upon giving reasonable notice to the Secretary, and arranging a time satisfactory to the Officer or Officers having charge of same.

8.4 Borrowing and Banking

- (a) For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as the Board thinks fit to a maximum of \$10,000. The Association may borrow amounts greater than \$10,000 only under the authority of a Special Resolution of the Members of the Association.
- (b) The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.
- (c) The Association shall conduct its banking business only with a chartered bank, credit union or trust company.

8.5 Cheques and Contracts

- (a) All cheques issued or endorsed in the name of the Association shall be signed by two of such Directors, employees, or agents of the Association and in such a manner as shall be determined from time to time by resolution of the Board.
- (b) All contracts of the Association must be signed by a Director or other persons authorized to do so by a motion of the Board. The Board determines how many signatures are on contracts.

ARTICLE 9 – CHAPTERS

9.1 Chapters

Upon written application to the Association of at least ten (10) Regular Members, the Board of Directors may establish local Chapters of the Association with powers to carry out local programs consistent with the mission and goals of the Association. The Board of Directors may combine, subdivide, or discontinue Chapters as the need arises.

9.2 Chapter Boards of Directors

A Chapter Board of Directors shall have management and supervision over all affairs of the Chapter, subject to any limitations contained in a document entitled “Chapter Regulations” as approved by the Association Board of Directors and deposited with the Chapter President. Notwithstanding such powers, the Chapter shall not engage in any activities which may not be considered to be activities of the Association without prior consent of the Board of Directors of the Association and shall at all times be accountable to the Board of Directors of the Association.

9.3 Dissolution of a Chapter

In the event that a Chapter is dissolved, all right, title and interest in such Chapter in and to the property and assets of the Association shall revert to the Association.

9.4 Relationship to the Board

The Chapter Board of Directors shall be represented by the Vice-Chair on the Board.

10.0 INDEMNIFICATION AND LIABILITY

10.1 Limitation of Liability

No Director or Officer shall be liable for:

- a. The acts, neglects or defaults of any other Director, Officer or employee;
- b. Any loss, damage or expense resulting from the insufficiency or deficiency of title to any property acquired on behalf of the Association;
- c. The insufficiency or deficiency of any security in which the Association is invested;
- d. Any loss or damage arising from the bankruptcy, insolvency or wrongful acts of any other person with whom the funds of the Association are deposited;
- e. Any loss resulting from an error in judgement or oversight on their part; and
- f. Any other loss, damage or misfortune resulting from the execution of their duties

Provided that:

- a. Any loss, damage or expense does not result from the Director's or Officer's wilful neglect or default.

10.2 Indemnity

Every Director and Officer, and their heirs, executors, administrators and estate shall be indemnified and saved harmless, out of funds of the Association, from all costs resulting from the Director's or Officer's performance if:

- (a) The person acted honestly and in good faith with a view to the best interest of the Association; and
- (b) In the case of a criminal or administrative act or proceeding enforced by monetary penalty, they had reasonable grounds for believing that their conduct was lawful

and provided:

- (a) The person seeking indemnification has given the Association prompt written notice of any such claim, lawsuit or action; and
- (b) They cooperate in a reasonable manner with the Association and its agents in defence of the claim, lawsuit or action.

10.3 Insurance

The Association shall purchase and maintain Directors and Officers Liability Insurance.

ARTICLE 11 – DISSOLUTION OF THE ASSOCIATION

- 11.1** In the event that the Association is dissolved, and after payment of all indebtedness of the Association, the remaining funds, investments, or other assets shall be used for the purposes of providing services for social welfare, health, civic improvement, education, agriculture or other objects of a benevolent or charitable nature. In no event shall any Member receive any assets of the Association.

ARTICLE 12 – AMENDMENTS TO THE BYLAWS

- 12.1** The Bylaws of the Association may be rescinded, altered, or amended by Special Resolution of the Association, passed by a majority of not less than three-fourths (3/4) of such Regular Members as are present in person, at a General Meeting of which notice of Special Resolution had been duly given.
- 12.2** The amended Bylaws shall take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance by Corporate Registry of Alberta.