

Bylaw No. 2^{1 2}

A bylaw relating generally to the transaction of the affairs of

Christian Farmers Federation of Ontario

(Federation des Agriculteurs Chrétiens de l'Ontario)

I LOCAL ASSOCIATIONS³

A District Associations

1. The Federation is made up of District Associations.
2. Any number of interested members can establish a District Association.
3. Each District Association shall adopt the basis and the purpose of the Christian Farmers Federation of Ontario in its constitution.
4. Each District Association shall elect its own board and determine the size of that board.
5. Each District Association shall appoint delegates to attend the Provincial Council meetings.
6. Each District Association shall appoint delegates to represent the District at General Membership Meetings.

B District Association Annual Business Meeting

1. Each District Association shall hold an annual business meeting early in the New Year and not later than April 15 of each year.
2. A District Report shall be presented to the meeting.
3. A Financial Report on the transactions in the local account shall be presented to the meeting.
4. A Financial Report on the money spent by the Federation on behalf of the District shall be presented to the meeting.
5. Minutes of the meeting shall be recorded and filed with the Federation head office.
6. A Federation Report from a representative from the Federation shall be presented to the meeting.
7. If a District Board has not started the planning of their annual business meeting by February 15, Federation staff will start the planning process.

C Election of Board Members for District Associations

1. A representative from the Executive Board will chair the elections.
2. Nominations for District Board Member close when the annual business meeting starts.
3. A Nominating Committee will present a list of nominees for District board positions.

D Duties of District Association Delegates to Provincial Council

1. Represent their Local Associations at all Provincial Council Meetings.
2. Present resolutions from their Local Association.
3. Report on the activities and issues of concern in their Local Associations.
4. Report Provincial Council discussions to their own Local Associations.
5. Present matters referred to the locals by the Provincial Council to their own Local Association.

¹ Adopted January 6, 1978 at Annual Convention

² Amended November 28, 2003 by Bylaw No. 12 at Annual Convention

³ Amended December 1, 2000 by Bylaw No. 9 at Annual Convention

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II PROVINCIAL COUNCIL

A Composition⁴

1. The Executive Board.
2. Delegates from Local Associations:
 - a. Associations with 100 or less members shall have one delegate.
 - b. Associations with 101 to 200 members shall have two delegates, etc.

B The Provincial Council shall meet at least twice annually.

C Duties⁵

1. Make the major public policy decisions of the Federation.
2. Provide “grassroots” input, advice and recommendations to the Executive Board.

D Motions

1. Motions for consideration by the Provincial Council may be presented by:
 - a. Delegates
 - b. Local Association
 - c. Executive Board.
2. Voting shall be done orally unless a majority prefers a secret ballot.
3. An absolute majority is required to carry a motion.
4. Voting for persons shall be by secret ballot.

III EXECUTIVE BOARD

A Composition

1. The Executive shall consist of eight members: President, Past-President, two Vice-Presidents and four Directors.⁶
2. In the event that a Past-President resigns the position, another Director shall be elected.
3. Each term for President, Vice-President and Past-President shall be for one year.
4. Each term for Director shall be for two years with 1/2 of the Directors elected each year.

B Nominations

1. Every member in good standing may nominate.
2. Every local Association may nominate.
3. The Executive Board will nominate.
4. Every member in good standing and agreeing with the Basis and Purpose of the Federation is eligible for nomination.
5. No member will hold a specific executive office (President, Vice President, Director) for longer than six consecutive years.

C Election

1. The President and Vice-President shall be elected at the Annual Membership Meeting by the delegates.
2. The Directors shall be elected at the Annual Membership Meeting by the delegates.⁷
3. Voting shall be done by secret ballot.
4. An absolute majority is necessary for the election of a member of the Executive.

⁴ Amended December 2, 1998 by Bylaw No. 8 at Annual Convention. Note: For each additional 100 members or part thereof, an Association is entitled to one additional voting delegate.

⁵ Amended November 25, 2005 at Annual Convention through Bylaw #13

⁶ Amended December 4, 1996 by Bylaw No. 5 at Annual Convention

⁷ Amended November 25, 2005 at Annual Convention through Bylaw #13

D Duties

1. Direct and protect the affairs of the Federation. This includes, but is not limited to, the hiring of staff, communications to members, representation in farm community activities, and in the governance of processes used to deliver public policy statements and other organizational products and services.
2. Maintain and utilize a governance structure that clearly delineates how the Federation's affairs are to be directed and protected.
3. Refer major public policy decisions to the Provincial Council or to a General Membership Meeting.
4. Once a year present to the Annual Membership Meeting:
 - a. an annual report;
 - b. a financial report;
 - c. an auditors report and auditor recommendations for the coming year.
5. Give serious consideration to "grassroots" input, advice and recommendations provided by the Provincial Council.

E Regional Representation

1. If regular elections for Executive positions result in a significant part of the membership in a region of the province not being represented on the Executive Board, the Provincial Council may hold a special election at any of its regular meetings to elect an additional member to the Executive from that region.⁸

F Committees

1. The Executive Board shall authorize and appoint committees, as required, to tackle the Federation's public policy initiatives, or any other matter deemed necessary.
2. The mandate and governance of each Committee shall be established by the Executive Board.

G Liability⁹

1. Indemnities To Directors

Every director and officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a. All costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her or about the execution of the duties of his or her office, and
- b. All other costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own willful neglect or default.

2. Protection Of Directors And Officers

No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the

⁸ Amended December 1, 1994 by Bylaw No. 4

⁹ Amended December 4, 1996 by Bylaw No. 6

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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 in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

3. Responsibility For Acts

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

IV ANNUAL CONVENTION

A Composition¹⁰

1. Delegates from Local Associations:
 - a. Associations with 50 members or less shall have one delegate.
 - b. Associations with 51 to 100 members shall have two delegates, etc.
 - c. There shall be a maximum of 5 delegates for any one association.
2. All members shall be free to attend but voting is by delegates only.

B The Annual Convention shall be held each year, at a time selected by the Executive Board.

C Duties

1. Elect the President, Vice-Presidents and Directors of the Executive Board.¹¹
2. Hear the:
 - a. Annual Secretary's Report
 - b. Annual Treasurer's Report
 - c. Annual Auditor's Report
3. Adopt a budget for the Federation.
4. Set Federation Membership Fees.
5. Make decisions re the Constitution of the Federation.
6. Make decisions re the By-laws of the Federation.
7. Deal with such policy matters as may have been referred to it by Locals, the Executive Board or the Provincial Council.

D Motions

1. Motions for consideration by the Annual Membership Meeting may be presented by:
 - a. Delegates
 - b. Local Association
 - c. Executive Board
 - d. Provincial Council
2. Voting shall be done orally unless a majority prefers a secret ballot.
3. An absolute majority is required to carry a motion.
4. Amendments to the constitution shall require a two-thirds vote for adoption.
5. Voting for persons shall be by secret ballot.

V GENERAL MEMBERSHIP MEETING

¹⁰ Amended December 2, 1998 by Bylaw No. 8 at Annual Convention. Note: For each additional 50 members or part thereof, an Association is entitled to one additional voting delegate.

¹¹ Amended November 25, 2005 at Annual Convention through Bylaw #13.
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A Composition shall be the same as that of the Annual Convention.

B Meetings

1. The Executive shall call at least one General Membership Meeting during each year. The Annual Convention can serve as this one required meeting.
2. Any two Local Associations shall have the right to apply for a General Membership Meeting. The Executive Board must call one within six weeks after having received such a request.

C Motions shall be dealt with in the same way as by the Annual Convention.

VI FINANCES

A All costs of the organization shall be the responsibility of the members of the Christian Farmers Federation of Ontario.

B The Financial Year of the Federation shall be from January 1 to December 31.¹²

C The Executive Board shall authorize the payment of all expenses related to conducting the affairs of the Federation.

D The Treasurer shall keep an accurate account of all receipts and disbursements, prepare regular financial reports and submit a financial statement for the completed Financial Year to the Annual Convention.

¹² Amended December 4, 1980 by Annual Convention Resolution
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