



Sackville Farmers Market Bylaws

1. Name & Purpose

- 1.1. The name of the organization shall be Sackville Farmers Market Inc.
- 1.2. The purpose of the Sackville Farmer's Market is to promote and create local food systems and locally produced items in order to build community through the operation of a non-profit, co-operatively managed farmer's market in Sackville New Brunswick.
 - 1.2.1. The phrase "food systems" is here defined as networks of food production and consumption that aim to be geographically and economically accessible and direct, as well as reducing food transportation, developing more direct marketing, leading to fewer people between the farmer and the consumer.
 - 1.2.2. The word "local" is here defined as the Maritime Provinces.
- 1.3. The purpose of the Sackville Farmers Market may be pursued in conjunction with other bodies having complimentary interests to that of the Sackville Farmers Market.
- 1.4. The Sackville Farmers Market shall be carried on without purpose of gain for its members and any profits or other accretions to the Sackville Farmers Market shall be used for promoting its objects. In the event of winding up or dissolution of the Sackville Farmers Market, funds and assets of the Sackville Farmers Market remaining after the satisfaction of its debts and liabilities, shall be given to or distributed among such organizations concerned with promoting the same objects of the Sackville Farmers Market. This distribution of remaining funds and assets may be determined by the voting members of the Sackville Farmers Market at the time of winding up or dissolution and if effect cannot be given to the aforesaid provision, then such funds shall be given to or distributed to such other charitable organizations recognized by Revenue Canada as

being qualified as such under the provisions of the Income Tax Act. This article is unalterable.

2. Membership

2.1. The members of the Sackville Farmers Market are the persons who have become members through the purchase of an annual membership; in accordance with these by-laws and have not ceased to be members.

2.1.1. A “Voting” member shall be a person who supports the objects of the Sackville Farmers Market and contributes to the support of the Sackville Farmers Market an amount to be determined by the Board of Directors and the voting members at the Annual General Meeting. A voting member shall have full rights to vote in the affairs of the Sackville Farmers Market, the right to hold office, and otherwise enjoy the benefits of membership as from time to time defined by the Board of Directors.

2.1.2. An “Associate” member shall be a person that supports the objects of the Sackville Farmers Market, but does not otherwise qualify as a Voting member. An Associate member may enjoy the benefits of membership as from time to time defined by the Board of Directors, but shall not have a right to vote in the affairs of the Sackville Farmers Market.

2.2. A person may apply to the Manager of the Sackville Farmers Market for membership. The Board of Directors has the right to review membership requests and is the final authority for any disputes regarding eligibility or compliance.

2.3. Every member must uphold the Policies and Procedures of the Sackville Farmers Market and comply with these by-laws.

2.4. The amount of the annual membership dues and any changes to those dues must be determined at the Annual General Meeting of the Sackville Farmers Market. All 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 Sackville

Farmers Market and the member is not in good standing so long as the debt remains unpaid.

2.5. A person ceases to be a member of the Sackville Farmers Market:

2.5.1. by delivering a cancellation in writing to the secretary of the Sackville Farmers Market or by mailing or delivering it to the address of the Sackville Farmers Market,

2.5.2. on his or her death or, in the case of a corporation, on dissolution,

2.5.3. on being expelled

3. Board of Directors

3.1. The Board of Directors shall serve without pay and consist of a minimum of four and a maximum of seven members. At least four Directors shall be vendors at the Sackville Farmers Market.

3.2. Directors shall be voting members of Sackville Farmers Market Inc, members of the Tantramar community, and over the age of 18.

3.3. Directors shall serve three year renewable terms, to a maximum of three terms.

3.4. Will begin and end with the AGM unless a vacancy is being filled.

3.5. Vacancies shall be filled by the Board, with the recommendation of the Officers.

3.6. In the event that a board member resigns before the end of their 3 year term, a new board member can be recruited to fill the vacancy and would, in turn, complete the term of the board member who has resigned.

3.7. If a Director is absent for three consecutive Board meetings their position on the Board shall be reviewed by the Officers.

4. Officers

4.1. The officers of the board shall consist of a Chair, Vice-Chair, Secretary, and Treasurer as elected by the Board following the Annual General Meeting.

4.2. Officers will serve a term of one year.

4.3. Duties and Responsibilities

4.3.1. The Chair shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office.

4.3.2. The Vice-Chair shall act in the absence of the Chair.

4.3.3. The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to the board and approved minutes will be posted on the website.

4.3.4. The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

5. Meetings of the Board

5.1. Meetings of the Board of Directors may be held at such times and at such places as the Board of Directors may from time to time determine.

5.2. Notice of meetings, specifying time and place, shall be given by the Secretary orally or in writing at least seven days before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

5.3. (a) A majority of board members constitutes a quorum.

(b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

5.4. The Chair or, in the absence of the Chair, the Vice Chair or in the absence of both of them, any director appointed from among those

directors present shall preside as Chair at meetings of the Board of Directors.

5.5. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have the casting vote.

5.6. Passage of a motion requires a simple majority (ie, one more than half the Board of Directors present).

5.7. Any vote may be held, in accordance with the regulations, entirely by means of a telephonic, an electronic or other communication facility made available for that purpose.

6. Power of the Board of Directors

6.1. The management and conduct of the affairs of the Sackville Farmers Market shall be vested in the Board of Directors who in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Sackville Farmers Market and are not hereby or by Statute expressly directed or required to be exercised or done by the Sackville Farmers Market in general meeting.

6.2. In particular, the Board of Directors shall have power to engage a market manager and determine their duties and responsibilities and their remuneration.

7. Committees

7.1. The board of directors may appoint an executive committee, consisting of the officers and such other persons as the board of directors decides, and other standing and ad hoc committees with such duties and powers as it deems to be in the interests of the Sackville Farmers Market.

8. Annual General Meeting

8.1. The Annual General Meeting shall be held once a year.

8.2. Special members meetings may be held at any time when called for by the Chair , a majority of Board members or a majority being 50% plus 1 of voting members.

8.3. Agendas shall be provided at least seven days in advance.

8.4. (a) 8 members present and entitled to vote constitute a quorum.

(b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

8.5. The Voting members of the Sackville Farmers Market, as defined in section 2.1.1, not in attendance at a meeting of the members of the Sackville Farmers Market may vote by appointing in writing a proxy holder to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject.

8.5.1. The proxy holder must also be a Voting member of the Sackville Farmers Market.

8.5.2. A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.

8.5.3. The proxy form will be provided that includes:

- a) The date at which it is to be used;
- b) The name of the proxy holder;
- c) Instructions on the manner in which the proxy-holder is to vote for or against each matter, or group of related matters, identified in the notice of meeting; and
- d) The form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting shall contain a specific statement to that effect.

- 8.6.** Passage of a motion requires a simple majority (ie, one more than half the voting members present).
- 8.7.** At each Annual General Meeting of the Sackville Farmers Market, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- 8.7.1.** Consideration and approval of the minutes of the preceding general meeting;
 - 8.7.2.** Receipt and consideration of the annual report of the directors
 - 8.7.3.** Receipt and consideration of financial statements, including balance sheet and operating statement ;
 - 8.7.4.** Election of directors for the ensuing year;
- 8.8.** All other business transacted at an Annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Sackville Farmers Market.
- 8.9.** No business shall be transacted at the Annual General Meeting of the Sackville Farmers Market unless a quorum of Board Members is present at the commencement of such business.
- 8.10.** The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have the casting vote.
- 8.11.** At any meeting, unless a poll is demanded by at least three voting members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the meeting minutes of the Sackville Farmers Market shall be sufficient evidenced of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.

8.12. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general meeting.

9. Votes of voting Members

9.1. Every voting member shall have one vote at the Annual General Meeting or a special meeting called by the Chair or a majority of Board members where there is a quorum.

10. Conflict of Interest

10.1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

11. Fiscal Policies

11.1. The fiscal year of the board shall be January 1 to December 31

11.2. The banking business shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada. The banking business or any part of it shall be transacted by an officer or officers of the Sackville Farmers Market, and/or other personas as the board of directors may by resolution from time to time designate, direct or authorize.

11.3. The directors of the Sackville Farmers Market may, without authorization of the members:

11.3.1. borrow money on the credit of the corporation;

11.3.2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

- 11.3.3.** give a guarantee on behalf and,
- 11.3.4.** mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

12. Amendments

- 12.1.** These by-laws may be amended by a two-third vote of voting members present at the Annual General Meeting or a special meeting of voting members, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each member at least one week prior to said meeting.