

# By-laws

## *Eat Local Grey Bruce*

*Version 1, March 15*

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# Interpretation

## I. Definitions

The term “Eat Local” refers to the Eat Local Co-operative

The term “Board of Directors” refers to the elected Board Members of Eat Local.

The term “member” refers to a member as defined in Section IV (four).

The term “Eat Local meeting” refers to a meeting organized by Eat Local which is open to all members who wish to attend.

The term “Project Coordinator” refers to the Project Coordinator of Eat Local.

AGM refers to the Annual General Meeting.

## II. Purpose

Eat Local is a non-profit co-operative that serves to increase the production, availability, and consumption of locally-grown food products in Grey County and Bruce County.

## III. Objectives

Without limiting the generality of the above Purpose, Eat Local will support the Public Health Grey Bruce - Healthy Communities.

<https://www.publichealthgreybruce.on.ca/Your-Environment/Healthy-Communities>

### Health & Environment

1. Conduct meetings, conferences, workshops and other events that contribute to an increased awareness of the geographic, economic and environmental elements of the food system;
2. Encourage the use of ecological farming practices;

### Civic Engagement

3. Promote public awareness of the food system and encourage members of the public and other organizations to become involved in activities which protect or enhance food sustainability;
4. Ensuring a safe and supportive work environment for Eat Local employees and volunteers;

## **Economy**

5. Support the development of new and existing local producers;
6. Increase the financial viability of farming by ensuring Eat Local pays an appropriate amount for all products;
7. To create meaningful employment within the community;
8. Operate in a fiscally and environmentally responsible manner.

## **IV. Membership**

Any consumer, producer or corporation which supports the Purpose, Objectives and By-laws of Eat Local may apply to become a member. The decision to accept a member will be decided by Board of Directors. The following provides the process of determining membership and voting rights. Refer to the **Membership Policy Document** for further details:

### **Consumers**

- a) Consumer members must fill out a membership application form and pay membership fees in full.
- b) Each membership in good standing will be entitled to 1 vote on matters presented at the AGM.

### **Producers**

- a) Producer members must fill out a membership application form and pay membership fees in full.
- b) Each producer member in good standing will be entitled to 1 vote.
- c) Eat Local reserves the right to deny membership of a producer for farm practices/conduct that conflict with the goals and policies of Eat Local.

### **Corporations**

- a) Corporate members must fill out a membership application form and pay membership fees in full.
- b) Each corporate member in good standing will be entitled to 1 vote on matters presented at the AGM.

## **V. General Operating Procedures**

Eat Local is committed to working in a non-sexist, non-racist, non-violent and democratic manner in accordance with the Ontario Human Rights Code and the Canadian Charter of Rights and Freedom. Eat Local is committed to the Co-operative principles as outlined below.

### **Co-operative Principles**

#### *1st Principle: Voluntary And Open Membership*

Co-operatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.

#### *2nd Principle: Democratic Member Control*

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are organized in a democratic manner.

#### *3rd Principle: Member Economic Participation*

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. They usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing the co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

#### *4th Principle: Autonomy And Independence*

Co-operatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

#### *5th Principle: Education, Training And Information*

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation.

### *6th Principle: Co-operation Among Co-operatives*

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional, and international structures.

### *7th Principle: Concern For Community*

Co-operatives work for the sustainable development of their communities through policies approved by their members.

## **Eat Local Decision-Making Process Policy**

1. All Eat Local Board meetings will be subject to the following modified consensus model:

- a) U-1 consensus will be utilized.
- b) Item is discussed. The Chair gives each board member the opportunity to speak briefly on the issue.
- c) A proposal is put forward by the chair or one of the other board members. Proposal wording is recorded in minutes.
- d) The Chair tests for consensus. Each board member has to respond with a "yes", a "block" or a "stand aside." If there more than one board members respond with a "block" consensus has not been achieved. If one or more board members respond with a "stand aside" there is still consensus as long as a two-thirds majority of board members responded with a yes. If enough board members "stand aside" so that there is not a two-thirds majority declaring yes, then there is no consensus.
- e) If there is consensus the proposal is recorded in the minutes as approved and becomes an action item.
- f) If consensus is not achieved the Chair allows another round of discussion, and each board member is given the opportunity to speak to the issue briefly to raise their concerns. The proposal is modified, either by the Chair or a board member. The Chair once again tests for consensus. Each board member once again has to respond with a "yes", a "block" or a "stand aside."
- g) If consensus is achieved at this point, the proposal is recorded in the minutes as approved and becomes an action item.
- h) If consensus is not achieved, the Chair calls for a vote on the proposal. A majority vote will decide if the proposal is accepted or rejected. If decision is accepted it is recorded in the minutes as approved and becomes an action item.

2. If a decision needs to be made before the next scheduled meeting decisions can be made by email by majority vote.

3. As per the Staff Policy minor decisions can be made between chair and project coordinator.

4. Decisions will be made with the widest representation and consultation possible.

5. No person present can vote for two or more organizations.

6. The Eat Local Board Chair may vote only when s/he is the sole representative of a member corporation present at an AGM.
7. The Board chair may vote at any meeting to break a tie in the case where a majority vote has been requested.
8. The AGM will be subject to Robert's Rules of Order.
9. Eat Local will remain non-partisan on substantive food sustainability issues.
10. Operation of the Eat Local distribution centre and online store and its offices shall be under the direction of the Board of Directors. No staff member shall make decisions as to the hiring of permanent staff, applications for funding that require Eat Local expenditure or the making of capital expenditures outside of those outlined within funding proposals, without the approval and direction of the Board of Directors or a designated sub-committee established by the Board of Directors.
11. The Board may in its wisdom allow board members to participate in regular Board meetings via teleconference and board members may be asked to vote via e-mail or facsimile when the board determines that it is proper and/or necessary to do so.
12. The Board shall be governed as a working board as defined by the United Way.
13. The Board will be obliged to receive input from staff who are involved in the function of the distribution centre.

## **VI. Board of Directors**

### **General**

- 1. Board makeup:** The board shall be comprised of at least five and no more than nine representatives including producers, consumers and other stakeholders within the counties of Grey and Bruce. Eat Local will strive to ensure that producers receive proper representation on the board of directors and will make up 50% of the board where possible.
- 2. Qualifications:** Members in good standing who meet the qualifications as set out in the Board Roles and Job Description (Appendix A) to these bylaws and who are confirmed by the Membership and Communication Committee can be elected at an Eat Local AGM.
- 3. Function:** In line with its non-transferable duties prescribed by law, the Board of Directors is responsible, in particular, for the ultimate direction of Eat Local .
- 4. Elections and terms of office:** The members of the Board are elected by the membership of Eat Local at the Annual General Meeting for a maximum term of two years and for no more than two consecutive terms. The Board may prescribe the manner and procedures for membership elections except that the elections shall be held annually. If a members would like to run for a 3<sup>rd</sup> consecutive term, there must be no other interested membersto fill that position and must receive a 2/3 majority vote by the membership at the AGM.
- 5. Staggered terms of office:** Through staggered terms of office, an equal number of board members will come up for re-election every year. Thus, with respect to the annual re-elections, an important prerequisite has been established for ensuring continuity on the Board of Directors. The initial decision of which founding board members will stand for re-election at the AGM shall be arrived at through consensus failing which board members will draw lots.
- 6. Length of Term:** No member may serve on the Board for more than 4 consecutive years. A board member who has served for four consecutive years will be required to leave the Board for one year before being eligible to return to the Board. Except for provisions

in Section 4 - Elections and terms of office.

**7. Quorum:** The quorum for the Board of Directors shall be fifty percent plus one.

**8. Filling vacant positions and appointment of interim director(s):** If a board member resigns during his or her term of office, or if there is a vacancy, the Board of Directors may appoint an interim member. The successor will serve only for the rest of that term and may run for election at the next annual meeting.

**9. Conflict of Interest:** Directors shall be under an affirmative duty to disclose an actual or potential conflict of interest in any matter under consideration by the Board. Directors and having such an interest may not participate in the discussion or decision of the matter unless otherwise determined by the Board.

**10. Removal of a representative from the Board:** The Board of Directors may declare the position of one of its members to be vacant if the person misses three consecutive meetings of the Board of Directors (nor offers regrets) without what it considers adequate cause.

**11. Removal of a representative from the Board or from membership:** The Board of directors may move and proceed to vote to remove a Board member or a member of the organization if he or she is preventing the board from doing its work, if a conflict of a non-disclosed conflict of interest surfaces or if that conflict may put the Board in an unethical and untenable position, or if the behavior of a board member becomes so obstructive that the board is prevented from functioning effectively, or discourages others from participating, or if the person is convicted of a criminal offence, is found guilty of unethical behaviour. In such cases the Board will require a two-thirds majority of the total Board to make the decision binding.

**12. Job Description:** Members of the Board of Directors will be required to read the Board Roles and Job Description and sign a form acknowledging their role and responsibilities and agreeing to live up to those responsibilities outlined in the job description to the best of their abilities.

**Mandate**

The mandate of the Eat Local Board is:

1. To carry out any and all activities which are consistent with the Purpose and Objectives of Eat Local;
2. To allocate the core funds of Eat Local in accordance with an annual budget approved by the Board of Directors;
3. To hire and supervise Eat Local staff;
4. To encourage and enable the full involvement of members in organizational activities and decisions;
5. To approve the distribution of any and all information and promotional materials on behalf of Eat Local for reasons consistent with the purpose of Eat Local;
6. To organize meetings of Eat Local;
7. To designate one (1) membership meeting annually as the AGM;

### **Indemnities**

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

All costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of office or in respect of any such liability;

All other costs, charges and expenses which she/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her/his own will neglect or default.

### **Committees and the Board**

Each Board member will sit on at least one standing committee, as outlined in the Staff Policy, as a function of being a Board member.

## **VII. Eat Local Head Office**

The Head Office for Eat Local shall be located within the Grey County or Bruce County, in the province of Ontario.

## **VIII. Financial Information**

1. Fiscal Year: The fiscal year ends December 31st.
2. Reports: The Board will provide (or commission) a financial report to be presented to members at the Annual General Meeting each year.
3. Signing Authority: Signing authority will be determined by the Board of Directors from time to time.

## **IX. Annual General Membership meetings**

The Annual membership meeting:

1. Shall take place to conduct any business and/or actions consistent within the purpose of Eat Local ;
2. Quorum shall be at least 12 members present (or 70% of the total membership, whichever is less);
3. Proper notice for membership meetings shall be communicated at least 10 , but no more than 50 days prior to the annual meeting;
4. Each year one membership meeting shall be designated as the AGM at which the following business inter alia will be conducted;
  - a) Election of the Eat Local Board of Directors;
  - b) Approval of an annual report, which shall include a financial report and a budget.
5. Voting by proxy is not allowed, members must attend the AGM to vote.

## **X Funding**

Eat Local may accept contributions from any source subject to the approval of the Board Directors and may from time to time conduct fundraising activities unless the receipt of such monies places an obligation upon the Board of Directors, or any member of the board or any member group to take actions or make statements that are inconsistent with the Purpose of Eat Local.

## **XI Dismantling**

In the situation where Eat Local dismantles, funds will be given back to funders according to funding conditions and or to organizations with a similar purpose.

## **XII Sponsorship Policy**

Eat Local accepts sponsorship from companies and organizations which, in its judgment, are environmentally responsible and demonstrate an ethical awareness of environmental, economic and social issues. Decisions to accept sponsorships are made on a case-by-case basis in accordance with the Eat Local member's interests.

## **XIII Ethical Investment Policy**

Eat Local, when in a position to do so, will invest inactive capital in companies, organizations and investment opportunities which, in its judgment, are environmentally responsible and demonstrate an ethical awareness of environment, economic and social issues. Decisions about where to invest these monies are made on a case-by-case basis and priority will be given to those organizations that have a sustained record of being environmentally responsible and in keeping with in accordance with the Eat Local member's interests.

## **IX Amendments**

These bylaws may be amended at an Annual General Meeting with at least 12 members present (or 70% of the total membership, whichever is less) with the support of 2/3 of the members present. Members must be given 30 days written notice of any proposed amendment.

# **Board Roles and Job Description – Appendix A**

### **Qualifications Required:**

- Have current familiarity with food sustainability issues in the sector they represent.
- Maintain a commitment to the purpose and objectives of Eat Local
- Live or work in the area served by Eat Local

### **Benefits:**

- . Contributing to and enhancing the activities and positive effects of a sustainable food system
- . Enhancing the culture of food sustainability in the Midwestern Ontario

### **Rights of Eat Local Board Members:**

- . To have ready access to all Eat Local information, such as financial records and statements, minutes of decision-making meetings, organizational records, and policy manuals.
- To receive fair and reasonable notice of all meetings and to have equal opportunity to participate in such meetings
- . To manage and make decisions with respect to Eat Local finances, income and expenditures
- . To participate in the hiring, dismissal and evaluation of staff, and to direct their activities while in the employ of Eat Local as pertaining to Eat Local.

**Responsibilities of Eat Local Board Members:**

- . To attend Board meetings regularly, and to participate in the discussions and decision-making of Eat Local.
- . To check for emails related to Eat Local in a timely manner.
- . To be familiar with Eat Local constitution, policies, and current programs.
- . To assume particular responsibility for aspects of Eat Local program and projects, and to report on these at Board of Directors meetings, as appropriate.
- . To recognize that, the Eat Local Co-op, is legally liable for any outstanding remittances to the Receiver General and outstanding salaries, should the organization cease to operate, or fail to meet those expenditure.
- . To manage and make decisions with respect to Eat Local finances, income and expenditures
- . To participate in the planning of projects and programs for Eat Local, and to represent the organization with respect to those programs and projects, or to appoint representatives to do so.
- . To participate in overseeing the production and distribution of any and all information on behalf of Eat Local, for reasons consistent with Eat Local.
- . To initiate and develop proposals for funding on behalf of Eat Local, in conjunction with staff.
- . To ensure that the activities of Eat Local proceed in accordance with the bylaws and constitution of the Co-operative.