

Canadian Organic Growers
Policies and Procedures Handbook



August, 2009

1.0 History

Founded in 1975 by Peter McQueen, the organization was first known as The Organic Gardeners and Farmers Association. Between 1975 and 1978 membership grew from 54 to 290 and the name was changed to Canadian Organic Growers (COG). Since 1978, membership has grown steadily to over 1700 members. Over the years COG has developed into a lead voice within the organic sector, and has helped create other organizations to fill voids within the organic community. COG is best known for its development of well-respected educational resources like the Organic Field Crop Handbook and the Organic Livestock Handbook. COG publishes Canada's only organic magazine quarterly – The Canadian Organic Grower (formerly Eco Farm and Garden and COGnition). For the full history of COG please read the 20th anniversary copy of COGnition, fall 1995.

2.0 Mission and Goals

COG promotes organic growing in order to build healthy local communities and ecosystems.

3.0 Organizational Structure

3.1 Structure of the Board of Directors

There are between 8 and 14 directors (board members) on the national Board of Directors. Directors must be members of COG and at least 18 years of age, with power under law to contract.

The Board consists of Past President, President, Vice-President, Secretary, Treasurer, five regional chapter representatives and up to 4 members at large. The geographical boundaries for the 5 regional chapter representatives are determined by the Board.

Members at large and members of the Executive Committee are elected for 3 years by the members present at an annual general meeting open to all COG members. Once a director has held 2 terms (6 years), they must take at least a 1 year “break” in service before seeking re-election. Terms for directors are staggered to ensure that in any given year only half of the Board needs to resign. The first board of directors elected through this process will have one-third of members at large and Executive Committee members serving one year terms, one-third serving two year terms, and one-third serving a three-year term. The process for deciding which individuals will fall into each category will be determined at the first board meeting following the 2004 Annual General Meeting.

Regional chapter representatives are elected through a process to be determined within each region for one-year terms.

The board conducts all its business with a minimum of 2/3 of directors participating (quorum), and a simple majority vote of those present. The chair will cast the deciding vote in the event of

a tie.

After the AGM, the elected board members meet and a President, Vice President, Secretary and Treasurer, and any other positions deemed necessary are elected

The President or Vice President chairs board meetings, and the chair can cast a second vote in the event of any tie. Votes are taken in meetings by a show of hands, and in email by responding as described in the on-line voting policy. (Section 3.9)

Proxy vote is not a requirement for Board of Director meetings.

If vacancies on the board arise between elections, the remaining Board members can choose to recruit a replacement by whatever mechanism they choose, and hold a Board vote to replace that person. If many board members resign and there is no quorum left - the remaining board members will call a members meeting.

The membership can also remove any board member by a 2/3 votes cast at a general meeting. And elect members by a majority of votes in their stead.

Each Board member is expected to take on a leadership role with regard to at least one sub-committee or task in the organization.

Board members must have access to email in order to fully participate in discussions.

Any Board member missing 3 consecutive board meetings or on-line votes without issuing prior notice to the President shall be sent notice from the President that they have been deemed to have resigned from the Board.

The Board determines where and when it holds its regular meetings by majority vote. The agenda is determined by the ED in consultation with board and president and communicated to board members - usually via email.

3.2 Elections

The President appoints an Elections Officer each year (historically this has been the Vice President).

The Elections Officer notifies the membership, at least 50 days prior to the AGM, that nominations for the board are being accepted and the procedure for making a nomination. This notice needs to appear in the summer TCOG issue and on the website.

The Elections Officer delivers a list of confirmed nominees to the general membership at least thirty (30) days prior to the annual meeting along with a mail-in ballot.

Beginning at the 2004 Annual General Meeting, COG will adopt a system of voting for

individual candidates, not for the slate as has been our tradition in past years. The membership will be asked to vote for up to eight names presented on a list of candidates, depending how many positions are open in a given year. The Past President and Chapter Representatives are excluded from this system. The nominations committee and Elections Officer will ensure that the list of members includes a range of candidates that are reflective of COG's policy on board member recruitment.

3.3 Roles, Duties and Authorities of Board positions

The following are suggested responsibilities of various Board positions to help people who are considering running for the board. Depending on individual circumstances, the Board may decide to divide these responsibilities differently from year to year. The role of the Executive Director (while not a voting Board member) is also presented here to help complete the picture of responsibilities.

3.3.1 President

- chairs Executive Committee and Board of Directors
- presides over board meetings and the Annual General Meeting
- signs all by-laws with at least one other board member
- primary spokesperson to the press and to other organizations; delegates others to do so as necessary
- signs all contracts and legal documents on behalf of the Corporation and delegates this obligation if he/she cannot do it

3.3.2 Vice-President

- participates on the Executive Committee
- takes on President's duties if President is unable to complete his/her role
- acts as elections officer

3.3.3 Past President

- participates on the Executive Committee
- passes on detailed descriptions of current undertakings to the new President
- assists the President in her/his orientation period

3.3.4 Secretary

- attends all meetings of the Board and the Executive Committees and ensures that minutes and proceedings are recorded and that all votes are tabulated
- monitors all on-line board discussions and records online votes and decisions, and distributes a monthly summary of on-line discussions to the board
- attends the AGM and records minutes and proceedings if no other recording secretary is available
- holds documents of incorporation
- certifies documents

3.3.5 Treasurer

- participates on the Executive Committee
- presents audited year-end statements to the AGM for approval
- maintains signing authority, along with at least one other Board member and the Bookkeeper and the Executive Director
- reviews budget vs. actual statements quarterly, clarifying issues with the Executive Director as necessary, presents quarterly statements to the Board of Directors

3.3.6.1 Regional Chapter Representative

- represents the interests of their regional collective of chapters on the board and actively takes steps to solicit the views and opinions of each chapter through their chapter representative
- acts as liaison between the board and other associated organizations within the five COG regions
- reports the outcomes of board discussions, meetings and votes to Chapter Representatives
- participates in new chapter development within his/her region
- attends all board meetings and AGM
- participates in on-line discussions and votes

3.3.6.2 Chapter Representation

- liaises with regional Chapter Representative to ensure that he/she is aware of the views of the chapter on a particular issue relevant to the national board
- participates annually in the election of a regional chapter representative
- may participate in board discussions and meetings, but cannot vote and must cover own costs to attend meetings (except for phone meetings)

3.3.7 Member-at-Large

- attends all board meetings and AGM
- participates in on-line discussions and votes
- takes on the leadership of at least one standing committee or major project (ie: Webteam, Projects Committee, TCOG etc)

3.3.8 Executive Director - General Role

- implements policies approved by the Executive Committee and Board of Directors
- reports to the Executive Committee via the President
- Coordinates all operations and activities of COG
- develops a responsible financial plan
- ensures long term and short term planning
- writes and ensures others write project proposals to implement COG's business plan
- ensures effective communication flow to and from committee chairs, and Board of Directors
- manages COG paid staff/contractors and volunteers, ensuring staff and program evaluation
- coordinates volunteers and contracted staff and oversees the publication of TCOG, Directory, resource materials, question and answer experts and web-keeper contracts
- ensure coordination of the Mary Perlmutter scholarship award
- prepares and manages COG annual budget
- maintains long-term records of the organization and oversees the operation of the office
- assists Treasurer with quarterly reports, annual financial statements, budget, tax documents

- coordinates fundraising activities
- ensures membership growth by coordinating membership mailouts and drives
- coordinates publicity for national events and publications
- ensures chapters are viable and their programs contribute to COG's mandate
- assists committees with information and logistical support
- oversees all operational committees of the board

3.4 Membership

There are both individual and organizational memberships in COG:

3.4.1 Individual Membership Categories

3.4.1.1 Regular Member - an individual or household interested in furthering the objectives of COG, and paying full membership fee

3.4.1.2 Senior/limited income/Student - an individual in need of financial assistance in order to be a member

3.4.1.3 Sustaining member - an individual with sufficient financial means to further support the organization by contributing financially beyond the annual membership fee

3.4.1.4 COG Patron - Each member may cast one vote at any annual and general meeting of the membership, and each individual member is qualified to hold office assuming they meet other requirements (like email access, ability to attend board meetings).

3.4.2 Organizational Membership Categories

3.4.2.1 Chapter - These are the regional arms of COG. Chapters deliver COG's mandate in the regions and must abide by COG's governance rules. (see section on COG chapters)

3.4.2.2 Affiliate - These are existing not for profit organizations (don't necessarily have charitable status) that wish to partner with COG. The COG Board of Directors must determine from a list of pre-determined benefits on a case-by-case basis whether the mandates of affiliate organizations are sufficiently close to merit affiliate status. If approved, specific dues membership fees, if any or other benefits are approved by the Board of Directors on a case-by-case basis prior to joining. All potential affiliates and the benefits package will be detailed and presented to the board by the Executive Director prior to acceptance. Contracts must be developed and either partner can leave the partnership at any time. Affiliate organizations appoint one member to receive the benefits of membership (including voting)

3.4.2.3 Corporate/Association - Sole proprietorships, partnerships, co-operatives, corporations operating for profit and not for profit organizations. The organization will appoint one member to receive membership benefits (including voting)

Membership fees for all of the above categories are set by a vote of the Board of Directors, which shall become effective only if confirmed by a vote of the members at an Annual General Meeting.

3.5 Chapters

COG Chapters are “branches” of Canadian Organic Growers and as such have no legal status except through the national organization. This means that COG chapters do not have to make annual financial and society reports to the government. They do not have to make a separate application for charitable tax status but rather can take advantage of the national charitable tax number, and they do not have to worry about tracking membership renewal dates.

Chapters are authorized to come into existence or to be disbanded by the COG Board of Directors

If a COG chapter chooses to incorporate (with or without charitable status) it becomes an autonomous organization distinct from Canadian Organic Growers, with its own board of directors. In this case, the old COG chapter is deemed to have seceded from COG (see below) and its assets remain those of COG.

3.5.1 Forming a New Chapter

A minimum of three COG members can form a chapter in an area where none exists.

New members may apply to form a chapter, if their membership applications are dated prior to the date on the chapter application.

The COG office staff can provide a listing of COG members in the new chapter area. The group starting the new chapter should contact these members inviting them to join in the process.

Chapter applicants must sign the application form and by doing so, agree to promote and carry out COG’s goals and mandates and abide by all terms and conditions of the organization.

New COG chapters must have a name that starts with “Canadian Organic Growers”, and existing chapters that are not in compliance with this will be asked to consider renaming over the next few years.

Chapter applicants recommend an appropriate name for their chapter, but the Board decides on the name. Ideally, the name contains the words “Canadian Organic Growers, to avoid confusion. The name may also indicate the geographic area of the chapter.

Chapter applicants must define the boundaries for the proposed chapter and provide an alphabetical list of all cities, towns and villages within the area to assist the office staff in assigning members to the chapter.

The Board of Directors may decide to loan or grant a sum of money for the Chapter to use as a start up fund.

The Board of Directors may revoke the authorization to establish a chapter, provided a written notice to do so is given to the officers of the chapter. The Board of Directors may also, by unanimous vote, remove from office a chapter’s Coordinator.

COG members within the defined geographical area will automatically become chapter members. The chapter cannot exclude COG members in the geographical area of the chapter.

3.5.2 Changing Chapter Names and Geographical Boundaries

A chapter wishing to propose a change to its boundaries needs to list new counties, towns, villages etc. within its new proposed boundaries and forward these to the office and to neighbouring chapters. Together, the office and the neighbouring chapters will determine if those locations are already being served by an existing chapter. The office will also determine the number of existing members in the proposed new boundaries and project the revenue changes for COG.

The chapter then proposes the boundary change, along with a name change if warranted to the Board of Directors using the on-line voting process (Appendix A).

Names need to begin with ‘Canadian Organic Growers’.

3.5.3 Existing Organizations Becoming COG Chapters

It is not possible under the COG by-laws for an existing organization with its own legal status and board of directors to move “under” COG as a chapter. It is, however, possible for an existing organization that shares some of the same goals as COG to become an “Affiliate” member. The terms of that affiliation are negotiated, by written agreement on a case-by-case basis, and then voted on by the Board of Directors.

COG membership dollars are not “shared” with Affiliates. Typically, an arrangement for “co-membership” at a discount is negotiated with affiliates.

3.5.4 Maintaining a COG Chapter

All COG membership fees are payable to COG national. The Board of Directors determines what proportion of these fees is returned to chapters. (At present, 40% of the fee is forwarded to the chapter in which the member resides.) Dues cannot be paid directly to a chapter. General accounting practice requires that the “parent” organization (Canadian Organic Growers) receive the full membership dues before allocating them out to chapters. A chapter may collect cheques from its members made out to Canadian Organic Growers and forward them to the national office if they wish. However, cheques must be written for the total membership fee (not only the “national component”).

To remain in good standing (and continue receiving membership portion) chapters must:

- hold an annual meeting of chapter members
- annually elect a coordinating committee, of at least 3 people. The Committee needs to include a chairperson or coordinator (this person cannot use the title President)
- adopt the same financial year as national (January – December)
- submit an annual financial report to COG national office at year end (by January 31st each year). Chapters must keep standard accounting records, and keep a separate account of GST paid (periodically the national Bookkeeper files for a 50% GST refund, which will be returned to the chapter once received.) COG national will provide a template that must be filled out annually. Chapters must also remit all original receipts for any goods or services acquired throughout the fiscal year and submit a copy of the Chapter bank statement.
- communicate with their members through a newsletter or other regular communication (can be electronic), and that COG national should receive copies of these newsletters each month
- make periodic updates and submissions to *The Canadian Organic Grower* as a means of sharing their work with the full COG membership

- post newsletters and updates on chapter activities on the COG national website

If a chapter fails to meet the above requirements, payments to the chapter will be temporarily suspended until the chapter comes into compliance. This decision will be conveyed to the last known Coordinator for the chapter, in writing by COG staff.

If a chapter passes into inactivity for a period of 2 years, the Board of Directors will entertain a vote to disband the chapter.

If a chapter chooses to secede from COG, it requires 3/4 of the chapter membership to vote in favour at a special meeting of the chapter for this purpose. Chapters which secede from COG must pay any outstanding debts and refrain from using COG as part of their name. All assets of the chapter before its secession become the property of COG.

Chapters are encouraged to set up independent websites, maintain them, and have them linked to COG national site. COG national will maintain a more general description of COG chapters on its site, along with contact information for each chapter. Chapters must submit updated information about chapter contacts to the webkeeper.

3.6 COG Office Management

323 Chapel Street, Ottawa, Ontario, K1N 7Z2

The following functions are performed through this office:

- membership coordination
- mail and email handling
- general inquiries and referrals
- maintaining stock of promotional brochures
- liaison with chapters
- maintaining updated list of committees and contacts
- order processing, in collaboration with the Canadian Farm Business Management Council

The COG office is the “first stop” for members with general administrative related questions. The Office Manager triages incoming requests and directs them to others as appropriate.

3.7 Committee Structure

COG has two different types of committees:

board governance committees - deal with governance of the organization, exclusive to Board of Director members;

operational committees - deal with specific ongoing or ad hoc projects of COG, open to any COG member.

An updated list of committees and members is kept by the COG Secretary and COG Office Manager and are posted on the COG website. Once a year, after the AGM, a list of committees, chairs and contact information is published in TCOG.

3.7.1 Governance Committees

3.7.1.1 Executive Committee

- chaired by the President or delegate. This committee does not include the Executive Director, but the Executive Director may be invited to attend meetings if it is deemed useful.
- discusses policy and procedure changes and makes recommendations to the Board for adoption as appropriate
- oversees the day to day operations of COG and assists President in fulfilling his/her responsibilities (see section 3.3.1)
- reviews drafts of contracts and purchase of service agreements as necessary
- oversees work of the Executive Director
- approves individuals to act as COG liaisons or representatives to other groups/agencies
- authorizes use of COG charitable number and logo in approving project plans (see Projects sections)
- assists President in preparing the Annual President's Report at the AGM
- receives recommendations from Executive Director re: staff and contractor recruitments, hiring and terminations. Provides advice to Executive Director on such matters and ensures processes are compliant with established policies
- appoints a chair
- ensures that ongoing performance management for the Executive Director, involving Executive Committee members and additional board members as necessary
- makes salary and benefit recommendations to the Board of Directors for approval
- in the event of an Executive Director vacancy, oversees recruitment and selection process, or appoints an ad hoc hiring committee to do so.

3.7.1.2 Communications Committee

- oversees all of COG's communications vehicles, including TCOG, website(s), e-newsletter, media and all other ad hoc communications from COG
- The Executive Committee will act as the Communications Committee until one is created

3.7.1.2.1 The Canadian Organic Grower (TCOG magazine) Committee

- reports to the Communications Committee
- chaired by any COG member
- oversees the publication of TCOG (formerly Eco Farm and Garden, COGnition)
- ensures Executive Director is involved in all substantive decisions about the magazine
- forwards policy change decisions via the Executive Director to the Board of Directors for decision
- submits an annual budget in October to the Executive Director
- chair reviews job descriptions and assists Executive Director in recruitment activities and in negotiating contracts with TCOG editor, advertising manager, and layout/design firm
- chair authorizes reimbursements and other expenditures for team within pre-approved budget, and forwards payment requests to the Bookkeeper. Significant, unexpected expenditures outside of the approved budget are discussed with the Treasurer before they are authorized
- prepares an annual report for presentation to the AGM each year

3.7.1.2.2 Webteam

- reports to the Communications Committee
- chaired by any COG member
- plans and maintains the COG website
- recommends policy regarding the website to the COG Board
- arranges for web hosting service, and listserv service within approved budget
- prepares an annual budget forecast for the Executive Director in October

- chair reviews job descriptions and assists Executive Director in recruitment activities and in negotiating web-site related contracts.
- prepares an annual report for presentation to the AGM each year

3.7.2 Operations Committees

3.7.2.1 Questions/Experts Committee

- chaired by any COG member
- team of experts recruited by the Questions/Experts chair to reflect all bio-regions of Canada and the diversity of organic growing operations
- team fields technical questions which come from the website, phone line and by mail
- prepares an annual report for presentation at the AGM each year, describing volume of requests, committee needs, and makes recommendations to the board for improvement

3.7.1.2 Library Committee

- chaired by any COG member
- assists volunteer Librarian in operating the COG mail service library
- requests library budget each year by submitting a proposal to the Executive Director in October annually
- advises on new books and resources for the library
- Librarian authorizes expenditures within approved budget and forwards payment requests to the Bookkeeper. Unforeseen expenditures outside the approved budget are discussed with the Executive Director before the expense is incurred
- prepares annual activity and financial reports for presentation at the AGM each year, including number of members using library and number of book requests

3.7.1.3 Mary Perlmutter Scholarship Committee

- chaired by any COG member
- works with the Executive Director to ensure yearly funding from EJLB Foundation each year
- works with COG staff to forward the request for applicants to relevant university departments each year
- receives and ranks applications
- reviews applications and recommends a recipient to the Board of Directors, with a short description of the research proposed
- once approved, ensures Executive Director informs candidate and university, and arranges for payment
- drafts congratulatory letter for President's signature
- prepares a description of the award for TCOG
- ensures recipient presents a report and an article of their research for TCOG
- prepares an annual report for presentation at the AGM each year

3.7.2 Partnerships and Liaisons

In addition to committees, the COG structure also includes a number of individuals who are representing the organization on outside committees and interests. These individuals may be appointed by the Executive Committee or by the Executive Director and report to the Executive Director.

3.7.2.1 Representative to Guelph Conference Committee

- liaises between COG and the Guelph Conference Committee (COG was instrumental in

the initiation of the annual organic conference held in Guelph. Now, the conference is fully autonomous of COG - legally and financially, and COG maintains a representative on the conference planning committee.)

- liaises with the Executive Director to ensure meeting rooms and other catering arrangements for COG events at the conferences are made
- liaises with the Perth-Waterloo-Wellington Chapter and the Executive Director and office staff to ensure the coordination of the COG booth at the conference

3.7.2.2 Representative to Organic Agriculture Centre of Canada

3.7.2.3 Representative to Standards Council of Canada - Organic Standards Revision

3.7.2.4 Representative to Organic Coalition/Organization

3.7.2.5 Representative to IFOAM

- responsible for reading the IFOAM internal letter and responding on behalf of COG if appropriate

3.8 General Membership and Annual General Meetings

The COG Annual General Meeting is usually held in March, and is rotated around the country in order to be accessible to the membership and to encourage as wide spread participation in COG meetings as possible. Additional general membership meetings can be called if necessary at other times throughout the year.

The COG President chairs the AGM.

Quorum at a general membership meeting 15 members.

At the AGM, in addition to any other business, the following business must be conducted: report of the Board of Directors (presented by the President), financial statement (presented by the Treasurer or designated Board members) and the report of the auditors and the appointment of auditors

3.9 On Line Board Meetings

Face-to-face Board of Directors meetings occur approximately twice a year. Much business is conducted via on-line meetings.

The following protocol for meeting on line provides a framework for discussion and decision-making by the COG Board of Directors. By following it, all Board members will minimize repetition and unnecessary emails.

All motions are submitted to the Chair, who is the President of COG, or their designate.

Before proposing a motion to the President, the board member should consider if the matter is best dealt with by the Executive Director or one of the organization's standing committees. In this way, "traffic" to the Board of Directors is kept manageable.

If at all possible, complex motions requiring much discussion should be reserved for face to face

meetings.

Before posting a motion, the President or designate, works with the Executive Committee and Executive Director as appropriate to ensure careful and clear wording. This reduces the need for re-wording and revisions prior to voting.

The President prioritizes the motions based on order of receipt, in collaboration with the Executive Committee.

The first posting of a motion will identify the Proposer's name, any background information relevant to the motion and a timeline for discussion and voting. Generally three weeks will be allotted. A longer or shorter time may be allotted if it is required, as decided by the President or designate and the Proposer.

The first posting will be designated "DRAFT MOTION" to allow 'friendly amendments'. One week before the end of the discussion period, the President (or designate) and Proposer will incorporate all amendments and the President will post the FINAL MOTION for voting.

All discussion of the motion must contain the subject line of the motion exactly as it was posted in the original message. This is ensured if when responding by using the REPLY ALL option. This ensures fellow Board members see your vote.

The COG Secretary will monitor the discussion on the motion, and will ensure that votes are counted and results are posted. These are not secret ballots

Board members are expected to vote and quorum is achieved when 2/3 members cast a vote.

4.0 Budget and Fiscal Management

4.1 Financial Audit

Each year the membership authorizes a Public Accountant to prepare audited financial statements prior to the Annual General Meeting.

These statements presented by the Treasurer or designate at the AGM, and a summary published and made available to the membership.

4.2 Financial Cycle

COG's financial year-end is December 31.

Standing Committees and other core COG functions need to provide their annual budget estimates to the Executive Director by October.

The Executive Director, in collaboration with the Treasurer and Finance Committee will present an annual budget to the Board of Directors for approval by December for the following financial year.

Request for reimbursements should be submitted to the COG office by the end of December each year to ensure the expense is paid from the correct year.

Year end statements are prepared, audited and presented at the following March AGM

4.3 Budget Monitoring

Quarterly budget vs. actuals statements are presented to the Board of Directors by the Treasurer or Executive Director in April, July, October, and December.

4.4 Use of Charitable Number

COG is a non-profit, federally incorporated registered charity (#13014 0494 0001) (The constitution (by-laws) are included in Appendix A.)

The incorporation is at the national level, and only the national board can authorize the issuing of charitable receipts.

The use of COG's charitable number by chapters or by external groups is determined by the COG national Board of Directors or Executive Committee.

4.5 Thanking Donors and Issuing Charitable Receipts

Donations are sent to the COG Bookkeeper by the Office Manager for deposit.

If the donation is "in-kind" and worth less than \$1000, the Bookkeeper obtains a market value quote from a knowledgeable person in or outside the organization. If the value is more than \$1000, the Bookkeeper gets a third party value. The Bookkeeper writes charitable receipt to donor when appropriate. The following guidelines are used for issuing of charitable receipts.

1. General Rule: A gift is a voluntary transfer of property without valuable consideration (i.e. payment of any kind). Generally a gift is made if all three of the conditions listed below are satisfied:
 - a) some property - usually cash - is transferred by a donor to a registered charity;
 - b) the transfer is voluntary; and,
 - c) the transfer is made without expectation of return. No benefit of any kind may be provided to the donor or to anyone designated by the donor, except where the benefit is of nominal value (i.e. the fair market value of the benefit to the donor does not exceed the lesser of \$50.00 or 10% of the amount of the gift.)
2. Contributions of services may not be acknowledged by an official receipt. A gift must involve the transfer of property.
3. This transfer of property (real or personal, tangible or intangible) must include rights. A right is a legally enforceable claim by one person against another.
4. A gift from inventory (such as a loaf of bread from a bakery) is eligible, but the donor must include in his income an amount equal to the amount of the donation.

5. Taxes paid by the donor (ie GST and PST) are not considered part of the value of the donated article.

6. The fair market value should be established as independently as possible.

In general, the exchange must result in a change of ownership. In the case of the donation of the table space, we have not had a transfer of property. The way to handle this would be to have the donor organization bill us for the table rental, we pay, and then they donate the money back to us. CCRA suggests that this is the way to handle donations, which are not clearly a transfer of property.

Staff maintains a database of donors and the Executive Director ensures the donor is appropriately thanked and acknowledged.

A donor can direct a donation to a specific project or chapter, and the organization will ensure these funds are allocated as per the donor's wishes.

4.6 Compensations and Reimbursements for COG Members

4.6.1 Compensation for Board Members:

Board members cannot receive compensation. They may be reimbursed for expenses incurred like mileage, telephone costs, printing costs etc, but their time cannot be compensated whether the work is directly related to their Board member duties or other on behalf of the organization. Nor can Board Members receive "reimbursement" for other wages or payments foregone because of their involvement with COG.

4.6.2 Cash Advances

Cash advances (i.e.: being advanced money up front) must be based on an approved project budget, or a specific item in the overall COG budget.

Members requesting a cash advance make their request to the Executive Director.

The Executive Director will authorize a clear request, or seek the advice of the Treasurer and/or Executive Committee if necessary.

All advances must be for a specific period of time.

Receipts for items covered by the advance are to be submitted monthly to the office.

Final accounting for the advance must be completed no later than 1 month after the period of the initial advance.

4.6.3 Reimbursement of expenses

Individuals are encouraged to donate incidental expenses, including local travel expenses. A minimum of \$20 per year of accumulated expenses is required to receive either reimbursement or a donation receipt.

Reimbursement requests are submitted to the office on the standard expense form (available from the office)

If the reimbursement was not part of a pre-approved budget, the Executive Director will exercise discretion on the matter, consulting the Treasurer or Executive Committee if necessary.

Reimbursable expenses:

- must have accompanying receipts or invoices
- must indicate which project the expense is related to
- must clearly indicate to whom reimbursement is to be made
- may include expenses like: postage, copying, long-distance phone, parking fees

Local travel is not typically reimbursed.

Time is not reimbursable.

To obtain a receipt for tax purposes for donating reimbursable expenses, submit the same information as noted above. Clearly designate that the expenses are being donated to COG.

Long distance travel (train, air) not itemized in a project budget per se, will be considered on a case-by-case basis by the Management Committee. Members should explore the potential for reimbursement before making the expenditure.

Members must request reimbursement in the financial year the expense is incurred. So, by the December each year, all reimbursements for the previous year need to be issued.

4.6.4 Reimbursement for travel to Board Meetings

Reimbursement for Board members, committee chairs, key representatives and office staff to travel to meetings is determined each year as the budget allows. It is the goal of COG to work toward being able to fully reimburse this travel, but no policy is in place to mandate it.

Each year the Executive Director in setting the budget, estimates the number of Board members who will require compensation, and builds that cost into the annual budget.

Project staff (staff working on specific grant-supported projects) and contractors will use project funds to attend Board meetings if the project budget allows. These expenses need to be built into project budgets.

4.7 Insurance Coverage

Each year the Executive Director undertakes a renewal of general liability insurance and Board of Directors insurance for the corporation.

This insurance may be extended to COG chapters on a case-by-case basis for general promotional activities such as: displays, sales, and educational events. In some cases, chapters undertaking unique activities may need to add coverage beyond that provided by the national plan.

4.8 Financial Authority

The Executive Director authorizes all expenses for those expenses that were clearly itemized in a Board-approved budget.

For items that were not itemized as such in a Board-approved budget, the Executive Director will discuss the item with the Executive Committee. The Executive Committee will authorize these expenses to a maximum of \$2,000. Beyond this level, non-budgeted expenses must automatically be referred for decision by the Board of Directors.

5.0 Projects, Programs and Services

5.1 Use of Logo

The COG logo is for use by Canadian Organic Growers initiatives, projects and partnership projects only.

No other organization is permitted to use the logo or name without written permission from COG. Only the COG Executive Director, after discussion with the appropriate chapters or board members can grant this permission.

COG chapters are permitted to use the name and logo on promotional items, displays, etc. Such items do not need to be approved in advance by the Board. The Executive Director, however, must approve submission of funding proposals.

Any farmer, business, not-for-profit, individual member who wishes to use the COG logo (on their website, on a business card or flyer) must obtain written permission from COG.

5.2 COG Projects

COG projects can be grouped into 3 major types:

1. Projects solely under the auspices of COG national
2. Projects where COG national works in close partnership with other agencies
3. Bio-regional projects operated through COG chapters

Each type of project is handled differently in terms of authorization and COG financial requirements.

5.2.1 Projects solely within the auspices of COG national (eg: Organic Field Crop Handbook, Organic Directory)

- project proposal authorized by the Executive Committee or Board of Directors before the project begins
- a complete review of these proposals and all costs is essential
- project goes through the Projects Committee proposal process (see below)
- work to be guided by a steering committee, reporting to the Executive Director
- open recruitment to full COG membership for a) involvement on the project steering committee and b) any paid work emerging from the project proposal (see advertising policy)
- Funds are controlled and authorized through COG national office
- signing authorities on expenses are the same as other COG national accounts

5.2.2 Projects where COG national works in partnership with other agencies

- typically a situation where a sister organization approaches COG to partner on a project under COG’s charitable number and status
- the Executive Director brings the project to the attention of the Executive Committee or Board of Directors for authorization
- budget needs to build in a 15% oversight fee or “in kind” contribution for COG
- project is to be financially independent of COG core membership revenue (separate accounting may be necessary to ensure this)
- funds are controlled and authorized through COG national accounts

5.2.3 Bio-regional projects operated through COG chapters

- these projects are bio-regional in nature, benefiting a particular area of the country where a COG chapter is active
- chapter steering committee authorizes the project
- if COG’s charitable number is used to apply for cash grants, the Executive Director must also authorize the project
- no fee to COG national in the project budget if the bookkeeping and record keeping is done by the chapter and there is no “handling” at the national level
- if the chapter wishes COG national to undertake bookkeeping, record keeping - then a 15% oversight fee is applicable.

	Projects Solely Under COG National Auspices	National Partnership Projects	Bio-Regional/Chapter projects
Proposal discussed with Project Committee?	Yes	No	No
Executive Director authorizes	Yes	Yes	Yes if the charitable number is used to apply for a cash grant
COG Board or Executive Committee authorizes	Yes	Yes	No
COG (office, bookkeeper, signing authorities) is used	Yes	Yes	optional
15% oversight fee or in-kind equivalent	No	Yes	only if COG system is used

5.3 Project Proposal Process

All project proposals are first received by the Executive Director, who prioritizes it against COG's strategic objectives. If it meets these criteria, it is then referred to the Projects Committee chair to distribute to the Projects Committee for evaluation.

The Projects Committee will evaluate the merit of the proposal, within one month of receipt. The Committee will seek any clarification as necessary.

The Projects Committee will communicate their deliberations to the Executive Director, and the Executive Director will recommend the project, with any modifications if necessary, to the Executive Committee

The Executive Committee can choose to refer the item to the entire Board, or authorize the project as recommended.

The Projects Committee Chair will notify the project proposer of the decision and negotiate the next steps with the Executive Director and the project lead, ensuring that appropriate notice and advertisement policies are followed.

The Executive Director will lead any recruitment activities necessary for the project, ensure written contractual arrangements are in place and ensure a ad hoc steering/advisory committee is formed to provide input to the project if necessary.

The proposal should include:

- budget, including a 10 - 15% oversight fee for COG national or other in-kind proposal
- timeline for carrying out the project
- funders to be approached
- travel funds for project manager to participate in board meetings and AGM

6.0 Facilities and Equipment

6.1 Computers

Board members, committee chairs and other volunteers are expected to use personal computers in the course of their work with COG. COG is not able to reimburse volunteers for costs of software generally.

If specific a board volunteers requires software, the Executive Director will take the issue under advisement. If software or hardware is purchased by COG, it is returned to COG when the volunteer has completed their work.

Costs associated with computer consultants to set up computers, trouble shoot or remove viruses are not reimbursable.

For individuals working on contract to COG, it is expected that any costs associated with computers or software are negotiated with the Executive Director at the beginning of the contract.

7.0 Communications

7.1 Chapters

Chapter Reps are expected to keep each other and all COG members up to date on their activities. TCOG is the major vehicle for communication with the membership. Chapter Reps are encouraged to submit updates to TCOG at least twice a year.

7.2 Board to Membership

The President will prepare a written quarterly submission for TCOG to update the membership on Board activities of the quarter.

7.3 Executive Director to Membership

The Executive Director prepares a regular briefing or electronic newsletter for circulation to the membership and beyond.

8.0 Personnel Policies

8.1 Accountability

All staff working on contracts or as employees will have written descriptions of their roles and responsibilities. These contracts are negotiated with the Executive Director and signed by the President.

All staff and contractors report to the Executive Director.

The Executive Director reports to the Executive Committee and the Board of Directors via the President.

8.2 Advertising and Recruitment

All contracts or positions within COG must be advertised broadly via email lists, websites and potentially TCOG. It is not our practice to notify members individually of all opportunities.

The Executive Director leads all staff or contractor recruitment activities. They are responsible to review/draft a position description, advertising the work, determining the interview process. For contracts or positions within a standing project or team (ie: TCOG) the committee chair works collaboratively with the Executive Director

For small, defined contracts or consultancies, the Executive Director proceeds to negotiate the contract with the selected individual, informing the Executive Committee and Board upon selection.

For COG staff positions (ie: TCOG editor, office manager) the Executive Director will bring a shortlist of candidates to the Executive Committee for discussion and decision before finalizing an offer.

CANADIAN ORGANIC GROWERS INC. BY-LAWS **Amended August 2009 at Ottawa, last amended 2008**

BE IT ENACTED as a By-Law of **CANADIAN ORGANIC GROWERS INC.** as follows:

CORPORATE SEAL

- 1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the CANADIAN ORGANIC GROWERS INC.

HEAD OFFICE

- 2 The head office of the corporation shall be in the Municipality of Ottawa, Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

CONDITIONS OF MEMBERSHIP

- 3.1 Membership in the corporation shall be limited to persons, corporations and organizations interested in furthering the objects of the corporation who pay the appropriate membership fee.
- 3.2 Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the organization. A member shall remain liable for payment of any assessment or other sum levied or which became payable to the corporation prior to receipt of his/her resignation.
- 3.3 Any member may be required to resign by a vote of three-quarters (3/4) of the board of directors.

CATEGORIES OF MEMBERS

4.1 Individual Member

4.2 Organizational Member

- 4.2.1 **Chapter:** All chapter members must be members in good standing of the corporation. Each member of the chapter can vote at general meetings of the members.
- 4.2.2 **Affiliate:** Not for profit organizations approved by the board. The organization will appoint one member to receive membership benefits.
- 4.2.3 **Corporate/Association:** Sole proprietorships, partnerships, co-operatives, corporations operating for profit and not for profit organizations. The organization will appoint one member to receive membership benefits.

MEMBERSHIP FEES

- 5.1 Membership fees will be set by a vote by the board, which vote shall become effective only when confirmed by a vote of the members at an annual general meeting. The board may set different fees for each category of membership. The board may waive

membership fees or negotiate an exchange of memberships with other organizations for no fee.

- 5.2 The corporation shall notify the members of the dues or fees at any time payable by them and, if any are not paid within forty-five (45) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the corporation, but any such member may on payment of all unpaid dues or fees be reinstated.

MEMBERS' MEETINGS

- 6.1 The annual general meeting of the members shall be held annually at the head office of the corporation or elsewhere in Canada or by teleconference or in virtual space as the board of directors may determine and on such day as the directors shall appoint. Electronic meetings held in virtual space may take place over a period of days not to exceed one calendar week. Electronic meetings must permit all members to adequately and equally participate and to communicate adequately with each other. Each member must consent in advance to the method of communication. For teleconference and electronic meetings, not less than 2% of the members with voting rights is required for approval of holding such a meeting. At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the corporation, and such a meeting shall be called upon written petition of ten (10%) percent of the membership in good standing.
- 6.2 No public notice nor advertisement of members meetings, annual or general, shall be required, but notice of the time, place and format (electronic, teleconference or in person) of every such meeting shall be given to each member by sending notice, fourteen (14) days before the time fixed for the holding of such meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.
- 6.3 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, executive or officer for any meeting or otherwise, the address of any member, executive or officer shall be his/her last address recorded on the books of the corporation.
- 6.4 Each member of the corporation shall at all meetings of members be entitled to one vote and he/she may vote by a mailed ballot if he/she is unable to attend in person. Each Affiliate and Corporate/Association organization member may elect or appoint one (1) individual to act as their representative and proxy. One representative of the Affiliate and Corporate/Association may also stand for election to the board of directors. The corporation shall send ballots to all members when it is known by the board of directors that: the board of directors shall be elected or removed from office; dues or fees shall be changed; amendments will be made to the By-Law, or other matters requiring members

to vote upon. Those correctly marked ballots received by the Secretary before the start of the meeting will be counted along with all votes cast in person. No member shall be entitled either in person or by mailed ballot to vote at meetings of the corporation unless he/she has paid all dues or fees, if any, then payable by him/her.

- 6.5 Every question shall be decided by a show of hands of the members present in person, and by mail in ballot by those not present unless a poll be demanded by any member. Every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be by the members present in person and such poll shall be taken in such manner as the chairperson shall direct and the result of such poll shall be deemed the decision of the corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chairperson shall be entitled to a second or casting vote.
- 6.6 The incumbent president should be the chairperson of any membership meeting. In the absence of the president, a member of the executive committee of the board of directors may chair the meetings.
- 6.7 A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen (15) members present in person, on the teleconference call or in virtual space. Quorum for in-person meetings will be established by a physical count of paid-up members, quorum for telephone meetings will be established by roll-call of paid-up members and quorum for electronic meetings will be determined automatically by software (members must pre-register and be on a pre-approved list of participants).

BOARD OF DIRECTORS

- 7.1 The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of ten (10) and a maximum of fourteen (14) directors which shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, at least 18 years of age, with power under law to contract.
- 7.2 The board of directors will consist of the Past President, President, Vice-President, Secretary, Treasurer, five regional chapter representatives and up to four (4) members at large. The geographical boundaries for the five regions from which chapter representatives will be determined from time to time by the board of directors.
- 7.3 Directors shall be elected for three (3) years by the members at an annual meeting of the members. A director may be elected to a maximum of two (2) consecutive terms. Once a director has held two consecutive terms, he/she may not be elected to the board for one year after completion of the second term. Terms of directors shall be staggered, so that in any given year, only half of the officers shall resign. Past Presidents shall serve a maximum of (2) years in this capacity. In the event that there is no retiring President to fill the position, the position will remain vacant.

- 7.4 The Vice President (Elections Officer) shall, at least fifty (50) days prior to the date of the annual meeting, notify the general membership that nominations for the election of the board of directors shall be accepted by the Elections Officer. The notification will indicate the number of positions that are to be filled by election. Any nomination shall be accepted if it is in writing addressed to the Elections Officer at the address shown in the notice and signed by the nominee, who shall indicate his/her willingness to accept election therein, and who may deliver a written policy statement of not more than 150 words. Nominations must be accompanied by letters of support from at least 3 COG members. The Elections Officer shall deliver a list of the nominees of whom he/she has notice at that time, together with their policy statements, if any, to the general membership at least thirty (30) days prior to the annual meeting.
- 7.5 In the event that there are exactly as many or fewer nominations than the number of positions to be filled by election, nominees shall be declared elected by acclamation. The general membership shall be notified at least fourteen (14) days prior to the annual meeting, that the nominees have been acclaimed.
- 7.6 The board of directors shall be composed of members each of whom at the time of his/her election and throughout his/her term of office shall be a member in good standing of the corporation. Each board member shall be elected to hold office until the fourth annual meeting after he/she shall have been elected or until his/her successor shall have been duly qualified and elected.
- 7.7 The members of the corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any board member before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.
- 7.8 Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the board of directors from among the qualified members of the corporation if they shall see fit to do so, provided that such members are added to the ballot at the next general election. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.
- 7.9 The members of the board of directors shall receive no remuneration for acting as such, but a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

POWERS OF DIRECTORS

- 8.1 The board of directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do. The directors are authorized to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the corporation. The board of directors is expressly empowered to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay

salaries to employees. The directors shall have the power to enter into trust arrangements with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

- 8.2 The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever, as long as they comply with any ethical and legal fundraising guidelines that the board may establish, for the purpose of furthering the objects of the corporation.
- 8.3 The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

BOARD MEETINGS

- 9.1 All members of the board shall attend the meetings of the board. Members who shall be absent from three consecutive meetings of the board of directors without good cause shall be deemed to have resigned upon notice to him/her to that effect.
- 9.2 Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine, preferably within twelve (12) months, but no later than 18 months. Directors will be notified of the time, location and agenda of the meetings by email. Meeting locations will be decided by majority vote by the board at the meeting prior to the one being decided. When the corporation is staffed, the executive director will set meeting times and the agenda in consultation with the board and president. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 9.3 Board meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two members of the board. Notice of such meetings shall be delivered, telephoned or emailed to each board not less than three days before the meeting is to take place. The statutory declaration of the secretary or president that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. A board meeting may also be held, without notice, immediately following or the day following the annual meeting of the corporation. The board may consider or transact any business either special or general at any meeting of the board. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all of any of the authorities, powers and discretions by or under the by-laws of the corporation.
- 9.4 A minimum of two-thirds (2/3) of directors shall form a quorum for the transaction of business.
- 9.5 No error or omission in giving notice of any meeting or any adjourned meeting of the board shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any

board member the address of such member shall be his last address recorded on the books of the corporation.

- 9.6 Meetings will be chaired by the President, and in his/her absence, by the Vice-President. Questions or motions arising at any meeting of the board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by a director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his/her duties may be performed by the Vice-President or such other member of the Executive Committee as the board may from time to time appoint for the purpose.

INDEMNITIES TO DIRECTORS AND OTHERS

- 10 Every director of the corporation and their 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 which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, 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 his/her office or in respect of any such liability;
 - b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

OFFICERS

- 11.1 The officers of the corporation shall be Past-President, President, Vice-President, Secretary and Treasurer or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and any such officers as the board of directors may by by-law determine. Together, these officers will form the Executive Committee. Officers will be elected to fill vacated positions from amongst the elected directors at the first meeting of the board after its election. The prior incumbents shall continue in office until the election at such meeting. In the event that any office shall become vacant, the Executive Committee shall fill such vacancy from amongst its members at the Executive Committee meeting next following the occurrence of the vacancy. A recording clerk may be employed by the board on such terms and conditions as the Executive Committee sees fit. There shall be such other officers as the Executive Committee may determine from time to time. The other officers of the corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.
- 11.2 The officers of the corporation shall hold office for three (3) years(s) from the date of appointment or election or until their successors are elected or appointed in their stead. Officers may be elected to a maximum of two (2) consecutive terms. Once an officer has

held two consecutive terms, he/she may not be elected to the board for one year after completion of the second term. Terms shall be staggered, so that in any given year, only half of the officers shall resign.

- 11.3 The Executive Committee will be responsible for the day-to-day activities of the corporation. If the corporation is staffed, the Executive Director will report to the Executive Committee in the person of the President.

MEETINGS OF THE EXECUTIVE COMMITTEE

- 12.1 The President shall, when present, preside at all meetings of the members of the corporation, the board of directors and of the executive committee. The President shall also be charged with the general management and supervision of the affairs and operations of the corporation. The President with the Secretary or other officer appointed by the Executive Committee for that purpose shall sign all by-laws. During the absence of or inability of the president, his duties and powers may be exercised by the Vice-president and if the Vice-President, or such other officer as the Executive Committee may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.
- 12.2 Meetings will be called and chaired by the President, and in his/her absence, by the Vice-President. Decision making at meetings of the Executive Committee should be by consensus, whenever possible, if consensus is not possible, decisions will be made by majority vote.
- 12.3 A minimum of two-thirds (2/3) of officers shall form a quorum for the transaction of business.

CHAPTERS

- 13.1 The board of directors may from time to time authorize and establish chapters throughout Canada to promote and carry out the objects of the corporation within such geographical boundaries as shall from time to time be determined by the chapter and approved by the board of directors provided that people who form new chapters must comply with all the aims and objectives of the corporation and must agree to abide by all the terms of the corporation. These people must become members of the corporation before they shall have the right to establish any local chapters of the corporation and must agree to abide by all the policy decisions of the corporation.
- 13.2 Each chapter shall be designated by such name as the board of directors approves upon recommendation of the chapter.
- 13.3 Members of the corporation residing within the geographical boundaries of a chapter may upon notice to the corporation be designated as members of that chapter.
- 13.4 Members of the corporation shall pay all dues to the corporation directly. The board of directors shall from time to time determine what portion of members' dues received shall be allotted to the chapters for their own use. These funds shall be paid to each chapter in proportion to the number of members belonging to that chapter. The chapters must have the same financial year-end as the corporation. Except for the setting of the membership fee, the chapters will be responsible for their own finances. The board of directors may,

on notice, at any reasonable time, examine the financial records of any chapter, and the chapter must provide the corporation with financial statements forty-five days following end of each financial year.

- 13.5 In order to assist a chapter in becoming established, the board of directors may loan or grant a sum of money from the general funds of the corporation to that Chapter for that purpose upon application.
- 13.6 Each chapter shall have a Coordinating Committee elected annually by members of the chapter. Each Coordinating Committee shall consist of not less than three persons including a chairperson. This person may carry one of the following titles: chairperson, chairwoman or chairman but not the title of president. The chairperson may be elected either by the members of the chapter or by the coordinating committee from among its own members. There shall be such other officers as a coordinating committee may determine from time to time. The other officers of a chapter need not be members of the Coordinating Committee. A member of a chapter may become a member of the board of directors and vice versa.
- 13.7 Each chapter shall hold an annual general meeting for the election of officers, but otherwise may hold meetings of its members without being subject to the provisions of the By-Law herein.
- 13.8 The quorum at the annual general meetings of chapters shall be not less than five (5) members in good standing.
- 13.9 The board of directors may, for cause that it deems to be justified, remove from office, members of the Coordinating Committee of a chapter. This may only be done with a unanimous vote of the board of directors. A thirty (30) days' notice of a motion to take such action must be provided to all members of the board. The chapter shall hold an election to replace those members of the Coordinating Committee that have been removed within seventy (70) days. The election may be conducted by the board of directors if deemed necessary. The members who have been removed from office may not be nominated at this election.
- 13.10 The board of directors may, for cause that it deems to be justified, by a unanimous vote of the board of directors, revoke the authorization to establish a chapter, provided that written notice of a proposal to revoke such authorization shall be given to the officers of the chapter at least thirty (30) days before the meeting of the board of directors. Upon the passing of such resolution, the chapter shall be dissolved and shall cease to use as part of its name the name of the corporation and shall cease to represent itself as being in any way associated with the corporation. Upon dissolution (for any reason) of any chapter, its property and assets remaining shall become the property of the corporation. In addition, the corporation shall not be responsible for paying any liabilities which exceed the value of the assets. If a chapter chooses to secede from the corporation, it may do so after three quarters of the members of the chapter vote in favour of such a move at a special meeting of the members of the chapter called for such a purpose. All chapters which secede from the corporation must pay all outstanding debts or obligations to the corporation and refrain from using the name of the corporation (or its official abbreviation) as their name or part of their name. All assets and property remaining of the seceding chapter, immediately prior to its secession shall become the property of the corporation.

EXECUTION OF DOCUMENTS

- 14.1 Chapters within each of the five (5) regions defined by the board of directors will elect a regional representative to the board of directors. Chapters must solicit written nominations two months prior to an Annual General Meeting and establish an elections process. Regional representatives shall be elected for one year by each of the chapter coordinating committees within a region. As a board member, regional representatives are eligible to serve on the Executive Committee.
- 14.2 In the event that the chapters comprising a region fail to nominate a regional representative to the board of directors by one month prior to the AGM, the board of directors can appoint a representative from the region upon approval of the chapters in the region.
- 14.3 Provided they have been authorized by the board of directors, deeds, transfers, licenses, contracts and engagements on behalf of the corporation shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. Any officer or officers appointed by the resolution of the board of directors shall affix the seal of the corporation to such instruments as require the same.
- 14.4 Provided such have been authorized by the board of directors, all cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for deposit with the corporation's bankers for the credit of the corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the corporation by using the corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the corporation and the corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- 14.5 The securities of the corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the corporation signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected 'in acting in accordance with the executives of the

board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

- 14.6 Whenever under the provisions of the by-laws of the corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or public letter box, in a prepaid, sealed wrapper addressed to the executive, officer or member at his/her or their address as the same appears on the books of the corporation. A notice or other document so sent by post shall be held to be sent when the same was deposited in a post office or public letter box; and a telegraphed notice shall be deemed to have been given when it is delivered to the appropriate communication company or agency or its representative for dispatch.

BOOKS AND RECORDS

- 15 The Executive Committee shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

FINANCIAL YEAR

- 16 Unless otherwise ordered by the board of directors, the fiscal year-end of the corporation shall be the last day of December in each year.

AMENDMENT OF BY-LAWS

- 17.1 The By-Laws of the corporation not embodied in the letters of patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act* may be enacted by a majority of the board of directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present in person or by mailed-in ballots at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Consumer & Corporate Affairs has been obtained.
- 17.2 At least thirty (30) members in good standing may, by written petition propose a notice of amendment to the board of directors. The board of directors shall give notice of a special meeting and the proposed amendment at least thirty (30) days prior to the date of such meeting to each member. Amendments to the by-laws may be made at the annual meeting, provided the proposal as above-mentioned and in the manner above mentioned have been made to the board of directors and the notice to be given to the members shall be required to be made at least thirty (30) days prior to the annual meeting.
- 17.3 The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and

from that time cease to have any force and effect.

- 17.4 In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.