



Bylaws

Bow Valley Food Alliance (BVFA)

Article 1 Preamble

1.1 THE NAME OF THE SOCIETY is: Bow Valley Food Alliance Association.

1.2 THE OPERATIONS OF THE SOCIETY are to be chiefly carried on in District No.9, Lake Louise, Banff, Canmore, Exshaw, Bighorn District, Morley and in Stoney Nakoda Reserve, in the Province of ALBERTA.

1.3 THE SOCIETY WAS INCORPORATED under the Alberta Societies Act the 28/10/2020 and Registered with the Registrar of Companies in the Province of Alberta on 04/11/2020.

1.4 The following articles set forth the Bylaws of the Bow Valley Food Alliance.

Article 2 – Defining and Interpreting the Bylaws

2.1 DEFINITIONS In these Bylaws, the following words have these meanings.

2.1.1 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article 5.1.

2.1.3 Board means the Board of Directors of this Society.

2.1.4 Bylaws means the Bylaws of this Society as amended.

2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 Dissolution means the breaking down or ending of the organization. OR The act of ending, terminating or winding up a company or state of affairs.

2.1.7 Fiscal Year means a period of 12 consecutive months chosen by an organization as its accounting period, which may or may not be a calendar year OR the 12 months (or, for incorporated charities, a period of up to 53 weeks) covered by an organization's financial statements.

2.1.8 Member means a Member of the Society.

2.1.9 Officer means any Board member listed in Article 6.

2.1.10 Policy is a deliberate decision made by the Board that provides guidance for addressing identified objectives and concerns.

2.1.11 Proxy means the authority or power given by one voting member to another voting member.



Bylaws

2.1.12 Quorum means the minimum number of people, as specified in the bylaws, required at each board meeting, general meeting, or special meeting for business to be legally carried out. In the absence of a quorum, debate can continue but no votes can be taken, except the vote to adjourn.

2.1.13 Registered Office means the registered office for the Society.

2.1.14 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.15 Society means the Bow Valley Food Alliance.

2.1.16 Special Meeting means the special meeting described in Article 5.4.

2.1.17 Special Resolution means: a) a resolution passed at a General Meeting of the membership of this Society. There must be fourteen (14) days' notice for this meeting. The notice must state that proposed resolution.

There must be approval by a vote of 75% of the voting Members who vote in person; or b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than fourteen (14) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.18 Voting Member means a Member entitled to vote in person at the meetings of the Society.

2.2 INTERPRETATION The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 3 Membership

3.1 A Member can be a community member, public agency, food related organization, business, or foundation. All members are expected to attend or send a representative to the quarterly meetings throughout the year. Members shall attend the Society meeting and Annual General Meeting and participate in the working group, project or Board of the Society and advocate when possible for the Vision of the Society. All members' participation will be reviewed annually in February.



Bylaws

3.2 MEMBERSHIP FEE, if any, in the society shall be determined, from time to time, by the members at a general meeting. Any person residing in the Bow Valley, and being of the full age of 18 years, may BECOME A MEMBER upon payment of the fee. Any person under the age of 18 years may in the same manner become a member upon payment of half of the said fee. The current fee is zero (0) dollars until otherwise determined by the members at an annual general meeting.

3.3 Any member wishing to WITHDRAW FROM MEMBERSHIP may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated. Any members who have not participated in at least two of the 3-4 yearly meetings without writing notice to the Board will no longer be considered a Food Alliance member. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

Article 4 Meetings of the Society

4.1 This society shall hold an ANNUAL GENERAL MEETING on or before March 31st in each year, of which meeting due notice shall be given to all members. At this meeting there shall be elected or renewed mandate to at least two but no more than seven directors. The directors elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such a meeting. Any member in good standing shall be eligible to any office in the society. The Directors elect the Officers: a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer).

4.2 NOTICE OF ANY SOCIETY MEETINGS shall be by one or more of these methods with the intention of reaching all the applicable members: a) announcement in the local newspaper or social media page and b) community bulletin board or e-newsletter, or c) email.

4.3 MEETINGS OF THE SOCIETY may be called at any time by the Secretary upon the instructions of the President or Board by notice by email to the last known email address of each member, delivered seven days prior to the date of such meeting.

4.4 A SPECIAL MEETING shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by posted public notice and email to the last known email address of each member, delivered seven days prior to the meeting.

4.5 QUORUM Four members of the board of directors in good standing shall constitute a quorum at any meetings and either 50% of the voting members or a minimum of 6 voting members at the Annual General Meeting.

4.6 MEETINGS OF THE BOARD shall be called by 10 days' notice in writing mailed to each board member or by three days' notice by email or telephone. Any four board members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at



Bylaws

the next regularly called meeting of the Board; otherwise they shall be null and void. Aim for a consensus first, if a consensus is not reachable, then voting by simple majority, a proxy vote would be allowed for those who are not present (only 1 person).

4.7 BOARD MOTIONS BY EMAIL When a board vote is required on an urgent matter between a regular scheduled meeting of the Board, such matters may be discussed, motioned and voted upon via email with all executive and board members using a reply-all email vote process with a minimum of five (5) members required for a quorum. Such an email motion is to be recorded in the next regular board meeting minutes.

Article 5 Governance of the Society

5.1 BOARD OF DIRECTORS

5.1.1 Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the society elected at the first meeting of the Board following the Annual General Meeting. The Directors may/shall be elected at the Annual General Meeting of the society for a two-year term, and shall hold office for the two years ensuing, or until their successors are appointed. An individual may serve three consecutive terms and will not be eligible for re-election until after the lapse of one term (two years). Board members should be available and in regular attendance at Board Meetings. Alternately, Board members may seek and elect a Board member to replace retired or released Board members. They would serve for a two-year term from their commencement date.

5.1.2 The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.

5.1.3 The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include: a) Promoting the objects of the Society; b) Promoting membership in the Society; c) Maintaining and protecting the Society's assets and property; d) Approving an annual budget for the Society; e) Paying all expenses for operating and managing the Society; f) Paying persons for services and protecting persons from debts of the Society; g) Investing any extra monies; h) Financing the operations of the Society, and borrowing or raising monies; i) Making policies for managing and operating the Society; j) Approving all contracts for the Society; k) Maintaining all accounts and financial records of the Society; l) Appointing legal counsel as necessary; m) Making policies, rules and regulations for operating the Society and using its facilities and assets; n) Selling, disposing of, or mortgaging any or all of the property of the Society.

5.1.4 ADDITIONAL BOARD MEMBERS

The Membership shall elect, in addition to the Executive and three Directors, additional Directors as required by the society at the Annual General Meeting. Directors shall be named as Coordinators of society tasks or as Members at Large and form part of the Board of Directors of the Society. Position responsibilities addition and termination of Directors in excess of the



Bylaws

minimum of three Directors may also be by motion and vote at a board meeting with 30 days email notice and a minimum quorum of four Board members.

5.1.5 A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

5.1.6 Any director or officer, upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable.

5.1.7 Code of Conduct, Policies and procedures established by the board are to be followed by all members including the board.

5.1.8 Time on the board and recruitment

5.2 PRESIDENT

5.2.1 The President shall be ex-officio a member of all Committees.

5.2.2 He/she/they shall, when present, preside at all meetings of the society and of the Board. In his/her/their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

5.2.3 Is a member of the Executive Committee; and

5.2.4 Carries out other duties assigned by the Board.

5.3 VICE PRESIDENT

5.3.1 The Vice President presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.

5.3.2 Replaces the President at various functions when asked to do so by the President or the Board,

5.3.3 Is a member of the Executive Committee; and

5.3.4 Carries out other duties assigned by the Board.

5.4 SECRETARY

5.4.1 It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same.



Bylaws

5.4.2 He/she/they shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President.

5.4.3 In case of the absence of the Secretary, his/her/their duties shall be discharged by such officer as may be appointed by the Board.

5.4.4 The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.

5.4.5 The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a chartered Bank as hereinafter required.

5.4.6 Is a member of the Executive Committee; and

5.4.7 Carries out other duties assigned by the Board.

5.5 TREASURER

5.5.1 The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank the Board may order.

5.5.2 He/she/they shall properly account for the funds of the society and keep such books as may be directed.

5.5.3 He/she/they shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society.

5.5.4 The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

5.5.5 Is a member of the Executive Committee; and

5.5.6 Carries out other duties assigned by the Board.

5.6 Working Group and Ad-hoc Task Force

5.6.1 Working groups and Task Forces are composed of members of the board of directors, general society members and external supporters to execute the mission and vision of the Society. A Task Force can be requested by members by a written submission to the board of directors to cover a scope of work that is outside the approved Working Groups. All Working Groups report directly to the Board of Directors and at the Annual General Meeting to all the members. A Task Force may report to a Working Group or to the Board of Directors. The Board of directors approve the Terms of Reference for each Working Group and Task Force. The Terms of Reference are presented at the Annual General Meeting and must include information



Bylaws

about the groups' mandate, composition, responsibilities, and objective. An estimated budget, strategic plan and timetable to achieve the purpose of the working group or Task Force may be asked by the Board of Directors.

Article 6 Finance and other Management Matters

6.1 AUDITING

6.1.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such an auditor at the Annual Meeting of the society.

6.1.2 The fiscal year end of the society in each year shall be September 30th. The Audit shall be completed by October 31st of each year.

6.1.3 The books and records of the society may be inspected by any member of the society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

6.2 THE REGISTERED OFFICE of the society is located in Banff, Alberta.

6.3 VOTING

Any member who has not withdrawn from membership, nor has been suspended or expelled, shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

6.4 REMUNERATION

Unless authorized at any meeting and after notice for the same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.

6.5 BORROWING POWERS

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

6.6 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

6.6.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.



Bylaws

6.6.2 No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty, or bad faith.

6.6.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 7 Amending the Bylaws

7.1 THE BYLAWS may be rescinded, altered or added to by a "Special Resolution" passed by a majority of not less than three-fourths of such members entitled to vote as are present at a general meeting of with one month's written notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

Article 8 Distributing Assets and Dissolving the Society

8.1 The society does not pay any dividends or distribute its property amongst its Members.

8.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objects that are similar to those of the Bow Valley Food Alliance.

8.3 Members are to select the organization to receive the assets by a special resolution. In no event do any Members receive any assets of the Society.

Bylaws presented to the members meeting on September 9th, 2020

Presented to the board of Directors on Oct. 29, 2020

Modification: 1.1 . Legal name: added Association, 4.5. to add voting members quorum to AGM and 7.1 to change wording to "Special Resolution"

Propose modification for the Annual General Meeting on March 16th, 2021

Modification: 1.3 added date of registration, 2.1.17 change twenty-one (21) days notice to fourteen (14) and 4.4. renewed or elect at least two (2) instead of five (5)