



***Ontario Goat Milk Producers' Association
Constitution and Bylaws
April 13, 1996***

CONSTITUTION

ARTICLE I - NAME and objective of the Association.

Section 1.

1. The name of the Association shall be the Ontario Goat Milk Producers' Association.

Section 2.

The objective of the Association is to -

1. Promote effective dairy management
2. Promote dairy goat products
3. Promote cooperation and exchange of information among producers of goat milk
4. Inform and educate the public as to the merits and availability of goat dairy products

ARTICLE II - QUALIFICATIONS of members.

Section 1.

1. **Full Membership** in the Association is open to all persons who are currently licensed commercial goat milk shippers.
2. Full members shall be required to present their Ontario Milk Marketing Board upc shipper number as proof of status.

Section 2.

2. **Associate Membership** is open to those who do not meet the requirements for full membership but nevertheless declare an intention to pursue the stated objectives of the Association. Associate members do not have voting or nominating rights in the Association.

ARTICLE III - DIRECTORS , their election and duties.

Section 1.

1. The Association shall be managed by five elected directors.

Section 2.

1. Nominations for Directors shall come from the floor at the Annual General Meeting and voting shall be by ballot at the Annual General Meeting. Members shall receive one ballot per licence.

2. The Directors shall elect from among their members a President, a Vice-President and a Secretary Treasurer , voting shall be by ballot.

Section 3.

1. The President shall preside over all Director and general meetings.
2. The President shall ensure that order prevails and shall enforce, on all occasions the observance of order and decorum among the members.
3. The Vice-President shall, in case of the absence of the President, perform all the duties of the President.
4. The Secretary /Treasurer shall be the corresponding and recording officer of the organization and shall manage the finances of the Association.

ARTICLE IV- MEETINGS

1. The Association shall hold an Annual General Meeting in the month of April each year.

ARTICLE V - CONSTITUTIONAL AMENDMENTS

1. This constitution may be amended by a 2/3 majority of all members who vote provided a minimum of 25% of the eligible voting members cast a vote.

ARTICLE VI

1. Wherever the Context permits in this Constitution, the singular shall include the plural and the masculine the feminine and the neuter.

BYLAWS

1.RULES OF ORDER

The rules contained in the "Robert's Rules of Order" shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the rules of order(or by-laws) of this Association."

2.THE BOARD OF DIRECTORS

- i. The Board of Directors shall be composed of five elected Directors. The Directors shall elect from among their full members a President, Vice-President, and Secretary/Treasurer hereafter referred to as Executive Directors.
- ii. Associate members in good standing shall be eligible for nomination and election to the Board of Directors and if elected shall be eligible to vote at Directors Meetings, however associate members shall not be eligible to serve as Executive Directors.
- iii The Board of Directors shall take the initiative in preparing policies and actions for consideration and possible action by the general membership. The Board is also responsible for the implementation of all resolutions passed at general meetings of the membership and for the management of the affairs of the Association between general meetings.
- iv. Meetings of the Board of Directors are called by the President, who is also responsible for the preparation of the agenda. The Board of Directors shall also meet at the request of at least three of its members.
- v. A quorum of the Board of Directors shall be 3.

3. DIRECTORS DUTIES

3.1. President

- i. The President is responsible for the overall supervision and administration of the affairs of the Association and ensures that all policies and actions approved by the general membership or by the Board of Directors are properly implemented.
- ii. The President presides at general meetings of the Association (unless a moderator is appointed according to Article(5:5.1:vi) and also chairs meetings of the Board of Directors.

3.2. Vice-President

- i. The Vice-President fulfills the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of the office, and shall be fully cognizant of all business of the Association.

ii. The Vice-President also performs specific duties assigned by the President, the Board of Directors or the general membership.

3.3. The Secretary/Treasurer

- i. The Secretary/Treasurer is responsible for the general correspondence and for internal communication within the Association.
- ii. If a Meeting Secretary is not appointed, the Secretary/Treasurer issues notices and agenda, and prepares, maintains, and distributes minutes for meetings of the general membership and of the Board of Directors.
- iii. The Secretary/Treasurer shall maintain an up-to-date list of members in each of the various categories. These lists shall include a record of the dues paid by members in order to establish those in good standing.
- iv. The Secretary/Treasurer is responsible for the care and custody of the funds and other financial assets of the Association and for making payments for all presidentially approved expenses incurred by the Association.
- v. The Secretary/Treasurer shall maintain books of the accounts which shall be made available for inspection by members at any reasonable time on request, however the secretary/treasurer shall retain possession of the book at all times.
- vi. The Secretary/Treasurer shall present an audited account of the finances of the Association and a budget for the following fiscal year, which shall include any consequent recommendations for changes in the annual dues paid by members.

4. TERMS OF OFFICE

- i. Directors shall be elected for a term of two years , until such time as a new director is elected , unless they resign or are removed from office.
- ii. The President shall hold office for a period of two years , until such time as a new President is elected , unless he/she resigns or is removed from office. The President will be eligible for no more than three consecutive terms. If possible the nominee for President should have held office as a director for at least one year prior to holding office as President.
- iii. The Vice-President shall hold office for a period of two years , until such time as a new Vice-President is elected , unless he/she resigns or is removed from office. The Vice-President will be eligible for no more than three consecutive terms.
- iv. The Secretary/Treasurer shall hold office for a period of two years , until such time as a new Secretary/Treasurer is elected , unless he/she resigns or is removed from office. The Secretary/Treasurer will be eligible for no more than three consecutive terms.
- v. Should a board position become vacant prior to the end of term of office, the Board shall appoint an interim director to fill the position for the remainder of that term. If possible the position shall be filled by the person receiving the next highest number of votes for the position in the relevant election.
- vi. A director may be removed from office by a 2/3 vote of the members who vote. Proper notice must be given of a motion to remove a person from office and the

individual concerned shall be given an opportunity to speak before a motion is put to a vote.

5. MEETINGS

5.1 Annual or General Meetings

- i. The general membership shall retain all powers of the Association except those delegated in this Constitution to the Board of Directors.
- ii. The President or the Secretary/Treasurer may call an ordinary general meeting at any time by giving at least 30 days notice of the time and place , and by sending agenda to the members postmarked at least ten days before the scheduled date of the meeting.
- iii. To be a proper notice, this notice must also indicate the type of the meeting to be held; must be dated and signed by the sender and must be sent by pre-paid mail or permanent copy electronic mail. (fax)
- iv. The notice required for a meeting can only be waived by the unanimous consent of all members entitled to attend the meeting.
- v. The Secretary shall call a special general meeting within fourteen days of receiving a written petition signed by at least ten full members and stating the purpose of the meeting.
- vi. The Board of Directors may from time to time recommend to the membership that a Moderator be appointed to chair general meetings. This recommendation shall include specific terms of reference for such an office. The Moderator shall have the status of an associate member while serving in this office.
- vii. For the transaction of business of the Association at an annual or other general meeting a quorum shall be 15% of full voting members.
- viii. The Annual Meeting shall be held at a time and place fixed by the Board of Directors.
- ix. Motions from members shall be included in the agenda circulated for a general meeting , if they are received by the Secretary/Treasurer at least fourteen days before the agenda is due to be circulated.
- x. The Secretary/Treasures shall take written and/or taped minutes at all Annual or General meetings and provide a copy of meeting minutes for distribution to the membership within 60 days of a meeting.

5.2 Voting

- i. Except when stipulated in the constitution, voting at all general or special meetings of the Association shall be by ballot or by show of hands, the method being determined by those voting members attending .
- ii. Each full membership in good standing shall have one vote at general meetings and in all elections and other ballots.
- iii. Members with signed proxies shall receive one ballot per proxy.
- iv. The number of proxies any one member may present shall be limited to 3.
- v. The chairman shall appoint three tellers who's duty it will be to distribute, collect and count the ballots.

vi. The tellers shall notify the Chairman of the results of the ballot and the Chairman will in turn inform the membership , this report shall include a complete tally of the vote indicating number of votes cast, number for , number against and number of abstentions, and in the case of an election , the number of votes received by each nominee. The number of votes shall be recorded in the minutes.

vii. The Chair may only cast a vote at a general meeting or at a meeting of the Board of Directors in order to break a tied vote. A tied vote is not broken when a Moderator is chairing a general meeting in accordance with (5:5.1:vi). The chair of a committee votes at the same time as other members and does not vote a second time in order to break a tied vote.

viii Approval of all motions shall require a majority of votes cast, unless otherwise stated in the Constitution, By-laws , or Rules of Order.

5.3 Directors Meetings

i. Notices of meetings of the Board of Directors other than the one immediately following the annual meeting shall be mailed postage prepaid to directors at least seven days prior to the date of the meeting . Notices will be sent to the last known post office address appearing on the books of the Association.

ii. Notices of meetings of the Board of Directors may be sent by fax to those Directors with access to a fax machine.

iii. Emergency meetings may be held with less than seven days notice, providing each Director gives written consent to do so.

iv. Voting on all matters before the Board , save the election of the executive which is by secret ballot, will be by recorded vote.

v. Each Director shall have one vote at meetings of the Board of Directors.

vi. The Secretary/Treasure shall take written and/or taped minutes at all Director meetings and provide a copy of meeting minutes for distribution to each Director within 60 days of said meeting.

6.FINANCES

i. The financial year of the Association shall be from January 1 to December 31 .

ii. Any changes in fees recommended in the annual report by the Treasurer shall be voted upon as a separate motion at the Annual General Meeting.

iii. All expenditures for items in excess of \$200.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a general meeting, provided that notice of this motion is included in the agenda circulated for the meeting.

iv. The Association shall not incur debts by borrowing money unless prior approval for such an action has been obtained by passage of a motion by a two-thirds majority of votes cast at a general meeting, provided that notice of this motion is included in the agenda circulated for the meeting.

v. The Financial records of the Association shall be audited by at least two members of the Association appointed for such a purpose at a general meeting of the Association.

- vi. No officer or member of a committee shall receive any remuneration for duties performed on behalf of the Association, but these persons may be reimbursed for reasonable expenses incurred while performing these duties.
- vii. The Secretary/Treasurer shall collect all fees owing to the Association and deposit these monies into a registered financial institution , to the credit of this Association
- viii. The Secretary/Treasurer shall use the aforementioned monies to pay for the ongoing expenses of the Association.
- ix. The Secretary/Treasurer shall request and/or provide an invoice for every expenditure, and shall pay for these by cheque only .
- x. Upon dissolution of the Association, any funds shall be applied to accounts payable. The remaining funds shall be apportioned to the members in good standing.

7.COMMITTEES

- i. Standing committees may be established to facilitate the achievement of the objectives of the Association:
- ii. Terms of reference for standing committees shall be prepared by the Board of Directors and put before the membership for approval at a general meeting. These terms of reference may be amended by approval of an appropriate motion at any subsequent general meeting, provided that notice of such motion is included in the agenda circulated for the meeting.
- iii. A quorum for all committee meetings shall be a majority of the voting members of the committee.

8. MEMBER IN GOOD STANDING

- i. Members in good standing shall be those admitted to membership and who have paid all required fees to the Association. Members whose annual fees are in arrears for a period of three months shall be suspended from membership and not be permitted to vote, make nominations, or hold office in the Association. The Secretary/Treasurer shall inform those concerned of this suspension in writing, If the fees remain unpaid for a further 30 days , the members shall be deemed to have resigned. An additional fee may be charged for reinstatement in these circumstances.

9.DUES

9.1Full Membership.

- i. The annual membership fee for full membership shall be \$ 50.00 .
- ii. The annual membership fee for full membership in due upon application for membership, and applies to the current year. Thereafter , and for each subsequent year, the annual membership fee shall be due on January 1st.

9.2 Associate Membership

- i. The annual membership fee for associate membership within Canada shall be \$30.00 .The annual membership fee for associate membership outside of Canada shall be \$50.00 Canadian. (amended April 25, 1998)
- ii. The annual membership fee for associate membership in due upon application for membership, and applies to the current year. Thereafter , and for each subsequent year, the annual membership fee shall be due on January 1st.

9.3 Professional Staff (amended April 7, 2001)

Establishment of Positions

The establishment of professional staff positions, such as an Executive Director, Office Administrator, Field Officers, etc., shall be approved by a vote of the general membership.

Appointment to Positions

Appointments to fill established professional staff Positions shall be made by the Board of Directors, and the remuneration and terms of service shall be stated in contracts between the Association and those appointed.

Job Descriptions

The duties of all professional staff employees shall be stated in specific job descriptions for each position. These job descriptions shall be approved by the Board of Directors and may be varied from time to time by mutual agreement between the Board and the staff concerned. These job descriptions may include some of the duties assigned elsewhere in these By-laws to *one or more* of the officers of the Association.

Non-Voting Status

Paid staff of the Association may be appointed as non-voting associate members of the General *Assembly*, the Board, or any of the committees of the Association, by a vote of the assembly that normally elects members to these bodies.

10.AMENDMENTS

- i. Proposed amendments shall be in writing , and presented to the Board of Directors at least 45 days prior to the Annual General Meeting.
- ii. The Board shall notify all voting members of any proposed amendments at least 30 days prior to the Annual General Meeting.
- iii. The proposed amendments shall be presented to the general membership at the Annual General Meeting.

