

# Constitution and Bylaws

of the



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## **Article 1: Title/Name**

This organization shall be known as the Wellington Federation of Agriculture.

## **Article 2: Definitions **ADDED****

1. The Wellington Federation of Agriculture will be referenced as “WFA”
2. The Ontario Federation of Agriculture will be referenced as “OFA”
3. The County of Wellington will be referenced as “County”

## **Article 3: Objectives**

1. To work towards improving the welfare of the individual farmer and the farming industry.
2. To bring the views, concerns, and recommendations of the membership to the OFA for policy development and action, and to interpret for all members the OFA policy that is developed.
3. To communicate core agricultural information effectively and promptly to the farming community.
4. To accurately present agriculture in the County to the community at large
5. To work in collaboration with OFA.
6. To encourage social, electoral, and educational activities as they affect agriculture. **ADDED**
7. To engage with government officials and policymakers to provide input, share information, and advocate for policies and regulations that align with the needs and goals of the agricultural industry. **ADDED**

## **Bylaw 1: Membership**

1. A Member of WFA shall be any Registered Farm Business with membership with OFA or anyone with an Individual Farm Membership with OFA, who resides in the County and the City of Guelph.
2. Members of WFA shall have the right to attend and vote at all WFA General Meetings and to seek election to the WFA Board of Directors. **ADDED**
3. Only one person per membership is permitted to cast a vote during a voting process. **ADDED**

## **Bylaw 2: Board of Directors**

1. *A Board of Directors will be established with representation as follows:*
  - a. President.
  - b. Past President. **ADDED**
  - c. 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents.
  - d. Up to three Directors representing each municipality in the County and the City of Guelph.
  - e. Up to ten Directors-at-large.
2. *The Board of Directors will have the responsibilities of:*
  - a. The management and regulation of all business of WFA between Annual General Meetings.
  - b. Establishing new positions and making changes to existing positions as deemed necessary by the organization.
  - c. The implementation of WFA and OFA organizational policy.
  - d. Making a full report of WFA's activities, including the presentation of a reviewed financial statement at each Annual General Meeting.
  - e. The use of WFA's funds in accordance with approved budgets. **ADDED**
  - f. The hiring, contractual agreement and management of a WFA administrator. **ADDED**

## **Bylaw 3: Duties**

1. President **ADDED**  
The responsibilities of the President will include:
  - a. Chairing all General, Board and Executive Meetings.
  - b. Acting as spokesperson of WFA.
  - c. Promoting OFA membership within the agriculture community.
  - d. Keeping well informed of relevant issues.
  - e. Being prepared for WFA activities.
  - f. Developing a positive relationship with the media to promote agriculture.
  - g. Delegate responsibilities as needed.

2. Vice Presidents **ADDED**

The responsibilities of the Vice Presidents will include:

- a. Assuming the duties of the President in their absence.
- b. Serving as a member of the Board of Directors.
- c. Assisting the President in performing their duties.
- d. Keeping well informed of relevant issues.
- e. Being prepared for WFA activities.
- f. Preparing for the role of President.

3. Past President **ADDED**

The responsibilities of the Past President will include:

- a. Providing guidance and wisdom to the Board of Directors and Executive as needed.

4. Directors **ADDED**

The responsibilities of the Directors will include:

- a. Attending and participating in Board meetings regularly.
- b. Present issues and concerns of the Members.
- c. Assisting with WFA activities outside of meetings.
- d. Participating in WFA Committees.
- e. Assisting in the recruitment, orientation, and retention of Board members.

**Bylaw 4: Executive**

The Executive shall consist of the President, Vice Presidents, and Past President.

The responsibilities of the Executive will include: **ADDED**

- a. Overseeing financial operations of WFA.
- b. Review any issues from the Board that require extra attention.
- c. Serve as the Officers of WFA.
- d. Overseeing any volunteers and staff contracted by WFA.

**Bylaw 5: Officers**

The Officers shall consist of the President, Vice Presidents, and Secretary-Treasurer.

**Bylaw 6: Secretary-Treasurer**

1. The roles of Secretary and Treasurer shall be served by the Administrator.
2. The Administrator will be hired from outside of the WFA Board.
3. When vacant the position will be publicly advertised. **ADDED**
  - i. Applicants will be interviewed by a selection committee comprising the President and at least two other members of the Board of Directors.
  - ii. The Committee will recommend the hiring of a suitable applicant pursuant to the contractual terms of engagement.
4. Responsibilities include handling and reporting on WFA's finances and correspondence, taking minutes at all General, Board and Executive Meetings and performing other duties as directed by the Board and Executive. **ADDED**

**Bylaw 7: Committees ADDED**

1. WFA may form ad hoc committees for a specific, temporary purpose.
2. Standing Committees are:
  - i) Scholarship Committee
  - ii) Budget Committee
  - iii) Nomination Committee
3. Committees will be made up of members of the Board of Directors.
4. Committees will report their work to the Board.

**Bylaw 8: Quorum**

1. The quorum for all General Meetings shall be 15.
2. The quorum for all Board Meetings shall be 4. **UPDATED**
3. The quorum for all Executive Meetings shall be 3.

**Bylaw 9: Fiscal Year ADDED**

The fiscal year will run from October 1<sup>st</sup> to September 30<sup>th</sup> of each year.

**Bylaw 10: Elections ADDED**

1. Elections for all WFA positions on the Board of Directors will occur at the Annual General Meeting.
2. All elected positions of WFA are for a one-year term.
3. A nominations committee will be struck by the Board of Directors in advance of the Annual General Meeting, the duties of this committee listed in WFA's policy document.
4. Nominees for elections must be current Members as per Bylaw 1.
5. Nominations can be made verbally or in writing by any Member in advance of, or from the floor, at the Annual General Meeting.
6. Elections shall be held by a secret or private voting method, the details of the voting and ballots listed in WFA's policy document.
7. Vacancies on the Board of Directors between Annual General Meetings will be handled by the Board of Directors as listed in WFA's policy document.
8. All such vacancies to be filled require a 2/3 vote by the Board of Directors for approval.

**Bylaw 11: Meetings**

1. **Annual General Meeting: UPDATED**
  - i. The WFA Annual General Meeting will take place a minimum of 14 days before the OFA AGM
  - ii. The WFA Annual General Meeting will take place within 60 days following the end of WFA's fiscal year.
    - a. Notice of such meeting to be given either by mail or email, or notice on the WFA website, or insertion in the local press, or in WFA's social media accounts, or all, at least ten full days in advance of the fixed date.
    - b. The agenda will include the election of the Board of Directors, a Financial Statement, the appointment of Auditors and election of representatives to OFA as stated in the Article on Representation to OFA.

2. Special Meetings:
  - a. Special General Meetings may be called by the Board of Directors.
  - b. The Secretary will call a Special General Meeting on a written request signed by twelve Members.
  - c. Notice of a Special General Meeting will be given at least seven full days, by insertion in the local press, email, or notice on the WFA website.
  - d. Special Meetings of the Board of Directors may be called by the Executive.
  - e. Special Meetings of the Executive may be called by the President.
3. Board Meetings:
  - a. The Executive will call at least ten Board Meetings in each year.
  - b. The dates to be determined by the Executive, for which at least three full days notice in writing or email will be given to each member of the Board.
  - c. The meetings will deal with routine business and correspondence and other matters relevant to WFA services and operations.

#### **Bylaw 12: Conduct of Meetings**

1. All meetings of WFA will be conducted according to Robert's Rules of Order.

#### **Bylaw 13: Attendance at meetings**

1. All meetings will follow a hybrid format combining in-person and virtual attendance options to accommodate both remote and on-site participants.

#### **Bylaw 14: Expulsion and Suspension**

1. The expulsion of a member of the Board of Directors may be declared for any cause - after investigation - by a three-fourths vote of the Board of Directors present at the meeting called to consider the question.
2. A member of the Board of Directors may be suspended in the same manner.

#### **Bylaw 15: Amendments**

1. The provisions of the Constitution and Bylaws may be amended by a two-thirds vote of Members present at a General Meeting.
2. Notice of proposed amendments shall be posted electronically on WFA's website and available by request for mailing for no fewer than 10 days prior to the General Meeting that amendments shall be presented at for voting on. **ADDED**

#### **Bylaw 16: Representation to OFA**

1. WFA will undertake the election and appointment of its delegates for OFA's convention and representatives for OFA's Policy Advisory Council at WFA's Annual Regional Meeting.
3. The number of allowable delegates will be determined by OFA. **ADDED**

#### **Bylaw 17: Indemnification **ADDED****

The WFA shall indemnify any Directors, Officers and Contractors to the fullest extent permitted by applicable law when they are or may be made a party to legal proceedings by reason of their association with the WFA.

**Bylaw 18: Insurance ADDED**

WFA shall purchase Director and Officers liability insurance on behalf of its Board of Directors, contractors, and volunteers.