



LANGLEY SUSTAINABLE
AGRICULTURE FOUNDATION

ADOPTED APRIL 25, 2017

Society Act
Constitution

1. The name of the Society is the LANGLEY SUSTAINABLE AGRICULTURE FOUNDATION.
2. The purposes of the Society are:
 1. To increase public education and awareness of the importance of agriculture to the communities of Langley;
 2. To educate the public on agriculture and farming by providing information, courses, seminars and workshops
 3. To educate, encourage and support all entrants into agriculture, particularly young people;
 4. To better the public's understanding of existing and emerging agricultural issues
 5. To encourage and support local food and agricultural production, and consumption;
 6. To educate the public on sustainable agricultural practices and land stewardship practices;
 7. To encourage and support the protection and sustainability of farmland and related resources;
 8. To solicit, receive, hold and accept funds by gift, bequest or otherwise and apply these funds to the functioning and benefit of the Society.
 9. To solicit, receive, hold and administer gifts and bequests in trust for present or future projects and to manage and distribute in their entirety specifically designated donations.
 10. To do all such other things as are incidental or conducive to the attainment of the purposes of the Society.

CONSOLIDATED AND AMENDED BYLAWS

Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - “**Board**” means the Board of Directors of the Society for the time being;
 - “**Directors**” means the Directors of the Society for the time being;
 - “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
 - “**Registered Address**” of a means the member's address as recorded in the register of members.
 - “**Society**” means the Langley Sustainable Agriculture Foundation
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- (3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person

Part 2 — Membership

2. Membership in the Society shall be limited to those persons who are presently Directors of the Society and those persons who become their successors.
3. Every member must uphold the constitution and comply with these bylaws.
4. There shall not be annual membership fees or other subscription fees levied by the Society to the members.

Part 3 – Meetings of Directors

5. Meetings of Directors may be held at the time and place that the Directors decide.
6. Written or electronic notice of the date, time and location of a meeting must be sent to every Director of the society at least 7 days before the meeting.

Part 4 — Directors and Officers

6. (1) The Directors may exercise all the powers and do all the acts and things that the Society is authorized to do, by statute, bylaws, and policies adopted at Directors' meetings.
7. (1) The number of Directors of the Society shall be up to 17 or such other numbers as may be determined from time to time by special resolution at an annual general meeting.

8.
 - (1) Directors shall be appointed for a two (2) year term.
 - (2) A Director shall be eligible for reappointment.
 - (3) If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors shall appoint a new Director to take the place of the former Director, for the balance of the term.

9.
 - (1) The offices of the Society, namely President, Vice President, Secretary and Treasurer shall be elected by the Directors from among the Directors at the end of the annual general meeting, as the last piece of business prior to adjournment.

 - (2) The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary Treasurer.

 - (3) A Director may be removed from the office of President, Vice President, Secretary and Treasurer by a special resolution of the Directors.

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 - (1) The Directors may engage such employees or contractors, including an Executive Director at such salaries or for such remuneration as the Directors may deem proper and necessary, to do all such things, as are incidental or conducive to the attainment of the purposes of the Society.

 - (2) Directors may incur such expenditures incidental to the conduct of the affairs of the Society and the carrying out of its purposes as the Directors appear requisite.

11. A Director must not be remunerated for being or acting as a Director

Part 5 — Proceedings at Directors' Meetings

12. A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Directors.

13. Chair
The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.

14. Quorum
 - (1) A quorum is five (5) Directors present, or any such other number as may be determined from time to time by special resolution at an annual general meeting
 - (2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a meeting at a time when a quorum is not present.
 - (3) If at any time during a meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (4) If within 15 minutes from the time of a directors' meeting a quorum is not present, all business will be held over to the next Directors' meeting.

15. The chair of a meeting may move or propose a resolution.

16. Voting

(1) Questions arising at a meeting of the Directors or committee of Directors must be decided by a majority of votes.

(2) A Director is entitled to one vote.

(3) Voting is by show of hands, unless the majority of Directors shall determine otherwise.

(c) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Director.

(4) Voting by proxy is not permitted.

(5) In the case of a tie vote, the chair does not have a second or casting vote.

Part 6 - Committees

17. (1) The Directors of the Society shall establish an Executive Committee whose responsibilities shall be to transact the business of the Society that must be transacted in the interim between the meetings of the Directors.

(2) The Executive Committee shall be comprised of the Officers set out in Section 9 of the bylaws and such additional persons appointed by the Directors.

(3) Three of the Executive Committee shall constitute a quorum.

(4) All Actions of the Executive Committee are subject to ratification by the Directors at the next regular meeting of the Directors.

(5) The Executive Director, if any, may attend all meetings of the Executive Committee.

18. (1) The Directors of the Society shall establish a Nominations Committee whose responsibilities shall include the annual nomination of persons, for the purpose of ensuring balanced representation of all segments of the Langley community, in accordance with the policies established by the Board.

(2) The criteria and process for the selection of nominees shall be as approved from time to time by the Directors on the recommendation and advice of the Nominations Committee.

(3) Nominations shall be submitted for approval on or before the last scheduled board meeting immediately preceding the annual general meeting of the Society.

19. (1) The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they think fit.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the Directors to be held after it has been done.

(3) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.

(4) The members of a committee may meet and adjourn as they think proper.

Part 7 — Duties of Officers

20. (1) The President presides at all meetings of the Directors.

(2) The President is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

21. The Vice President must carry out the duties of the President during the President's absence.

22. The Secretary shall ensure that:

(1) Correspondence is conducted as authorized by the Directors.

(2) Notices of meetings of the Society and Directors are issued.

(3) The proceedings of all meetings of the Society and the Directors are recorded and distributed.

(4) A register of members is maintained.

(5) All records and documents of the Society, other than those kept by the Treasurer, are maintained.

23. The Treasurer shall:

(1) Be responsible to the Directors for the general administration of funds, including the method of bookkeeping and accounting.

(2) Be responsible for the monthly reports to the Directors, annual reports as required, and where required, having the annual report audited by a qualified accountant approved by the board.

(3) Ensure that all Society monies are deposited into the bank account of the Society and pay same out again by cheque only, such cheque to be countersigned by the President or other officer appointed for that purpose by the Directors.

(4) deposit for safekeeping all securities owned by the Society into a safety deposit vault as may be approved by the Directors.

(5) The Treasurer may be required to be bonded in such amount as may be required from time to time and as may be approved by the Directors.

24. In the absence of the Secretary from a meeting, the Directors must appoint another person to act as Secretary at the meeting.

Part 10 — Auditor

25. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.

26. At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

27. An auditor may be removed by ordinary resolution

28. An auditor must be promptly informed in writing of the auditor's appointment or removal.

29. A Director or employee of the Society must not be its auditor.

30. The auditor may attend general meetings.

Part 11 — Bylaws

31. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.

32. These bylaws must not be altered or added to except by special resolution.

Part 12 – Previously Unalterable

33. The Society shall be operated as a charitable organization without purpose of gain for its members, and any profits or other accretions to the Society shall be used in promoting and attaining its purposes. This clause was previously unalterable.

34. In the event of dissolution of the Langley Sustainable Agriculture Foundation, any assets remaining after the payment of all debts and liabilities shall be distributed to a recognized charitable organization in the Province of British Columbia. This clause was previously unalterable