

Manitoba Forage and Grassland Association



By-Laws

Revised Fall 2021

ARTICLE I – NAME:

The name of this organization shall be “Manitoba Forage and Grassland Association” incorporated under the Corporations Act of Manitoba.

ARTICLE II – DEFINITION,

2.01 DEFINITION

The Manitoba Forage and Grassland Association (MFGA) is a non-profit, “umbrella” organization comprised of producers, organizations, associations, corporations, industries and government agencies, which are in accord with the aims and objectives of MFGA and interested in and concerned about forage and grasslands.

In this by-law of the Manitoba Forage and Grasslands Association, unless the context otherwise requires:

- 1.1 The singular means the plural,
- 1.2 The masculine gender includes the feminine,
- 1.3 MFGA means the Manitoba Forage and Grasslands Association,
- 1.4 Board means the Board of Directors,
- 1.5 Director/Board Member means a person on the MFGA board.
- 1.6 MFGA Membership is set out in Article V
- 1.7 Ex-officio member means a Board member without voting privileges.
- 1.8 Officers can include the Chair, Past Chair, Vice-Chair, and Finance Chair
- 1.9 The Executive Committee can include the Executive Director, Chair, Past-Chair, Vice-Chair, and Finance Chair.

ARTICLE III - HEAD OFFICE:

The registered office of the Association shall be C/O 145 Edstan Place, Selkirk, MB R1A 2E8

ARTICLE IV – VISION, MISSION AND GUIDING PRINCIPLES:

4.01 Vision: Vibrant, sustainable grasslands and forage crops that contribute positively to healthy, diverse, sustainable communities of plants, animals and humans living together in harmony on the various landscapes.

4.02 Mission: To promote the advantages of forages and grasslands and their good management for the benefit of producers, the environment and society.

4.03 Guiding Principles:

1. To provide a forum for communication of information, ideas, philosophies and research results and a means whereby such contributions may be shared.
2. To initiate and support the implementation of programs and policies that benefit forages and grasslands for producers, industry and society
3. To promote forages as a prime resource from cultivated and natural grassland for the efficient production of feed, food and fiber products and other societal benefits.
4. To promote forages and grassland for ecological goods and services such as soil health, carbon sequestration and water conservation, for their aesthetic values and for the rehabilitation of land.
5. To disseminate information about forage science, technology, production techniques, and economic and environmental information.

6. To encourage agri-business for optimum production and utilization of forages and grasslands.
7. To co-operate and partner with other like-mind organizations.

ARTICLE V – MFGA Membership:

5.01 Membership Eligibility

MFGA Membership includes:

- a) MFGA Board of Directors who have been appointed and approved by the MFGA Board,
- b) Those who pay individual membership dues to the organization,
- c) All members must support the overall Vision, Mission and Guiding Principles of the organization.
- d) All members must be 18 years of age or over and be a Canadian Citizen.
- e) Final admission as a MFGA Member is subject to the MFGA Board of Directors approval.

5.02 Categories of Members:

The MFGA membership categories are:

- a) Student membership – those who are currently attending a recognized Manitoba community college and/or university and over the age of 18,
- b) Individual membership which includes fees paid by the Board of Directors

5.03 Membership Fees/Dues:

- a) MFGA Membership Fees will be set yearly by the board with different levels of membership available.
- b) A minimum producer level financial commitment is required from each MFGA Board of Director on a yearly basis as per the MFGA Board Policy manual.
- c) Membership Fees, per the MFGA policy manual, are required to be paid.

5.04 Resignation of Membership:

Any MFGA member may resign as a member by sending a notice (an email or a written letter) to the Chair and Executive Director of the association.

5.05 Suspension/Removal or Termination of Membership:

- a) An individual shall cease to be a MFGA member:
 - by delivering a resignation notice by email and/or letter to the Chair and Executive Director of the association,
 - upon their death and/or a dissolution of commodity/producer group,
 - upon failure to pay membership dues within the membership due date, and
 - on being expelled by the membership from the association.
- b) Upon recommendation of the Board of Directors, a member may be suspended and/or removed from the organization by two-thirds of the membership at an Annual General Meeting, a Special Meeting, provided a notice to expel the member has been circulated to the membership at least 21 days prior to the designated meeting.

A MFGA member recommended for suspension/removal will have the opportunity to address the meeting of members where suspension/removal from the membership is being considered.
- c) No portion of Membership Fees/Dues are refundable to the member resigning, being suspended and/or removed from the organization.

5.06 Rights and Obligations of Members/Supporters:

- a) Every member of the MFGA in good standing (dues paid as required) is entitled to attend any Annual General Meeting, Special Meeting and is entitled to one vote per member if over the age of 18 and a Canadian citizen.
- b) Ex-officio members of the Board are not entitled to vote at Board Meetings, Annual General Meetings and/or a Special or Emergency meeting.
- c) The Board of Directors may consider individuals from the membership to serve on ad hoc or task force committees.

ARTICLE VI – MEETINGS OF THE MEMBERS:

6.0 Annual General Meeting:

6.01 An Annual General Meeting of the Manitoba Forage and Grasslands Association (MFGA) is recommended to be held within four to six months after the organization's fiscal year end.

6.02 Electronic Voting:

The Annual General Meeting may be held entirely by means of an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person so participating in the meeting is deemed to be present at the meeting.

6.03 Notice of Meetings:

Notice of meetings shall be given to the members by means of individual notices and/or electronic group notices at least 21 days prior to the meeting.

6.04 Attendance of Chair and/or Vice-Chair:

The Chair and/or Vice-Chair must be present in order to allow for the Annual General Meeting to be held.

6.05 At each Annual General Meeting of the MFGA, the following items of business shall be dealt with:

- a) Minutes of the preceding Annual General Meeting,
- b) Receiving the report of the MFGA Chair and the Executive Director,
- c) Review of the organization's financial statement,
- d) Appointment of the Auditors,
- e) Approval/amendments of a change in the organization's By-laws.

6.06 Election of Members to the Board:

- a) The Board Governance Committee will present a slate of board members for the incoming year to the board prior to the Annual General Meeting for approval,
- b) The Board of Directors for the incoming year will be presented at the Annual General Meeting, by the MFGA Chair.
- c) No nominations from the floor to the MFGA Board of Directors will be allowed.

6.07 Quorum at Annual General Meeting:

A quorum at an MFGA Annual General Meeting of the Members will be fifty (50) per cent plus one of the current MFGA Board of Directors.

6.08 Election of Officers:

The Election of the MFGA Officers to the Board for the next organizational year will take place immediately following the Annual General Meeting, at a meeting of the MFGA Board of Directors.

6.09 Special Meetings:

A Special General Meeting of the MFGA may be called by the Chair as and when considered necessary, or by three (3) members of the Executive Committee, or upon the written request of ten (10) supporters (any of the levels) of the MFGA who are paid supporters and in good standing.

6.10 Quorum at Special Meetings:

A quorum at an MFGA Special Meeting will be fifty (50) per cent plus one of the current MFGA Board of Directors.

6.11 Notice of Special Meeting:

The notice of a special meeting to the members shall be given 21 days in advance and telephone or electronic notice is acceptable mode of notice.

6.12 Voting at Annual General Meetings and Special Meetings

- a) The Chair of the MFGA who presides over the Annual Meeting and any special meeting has no vote and in the case of a tie vote, the motion is deemed lost or void.
- b) Each paid member as outlined in Article V will be entitled to one vote at the Annual General Meeting and/or a Special Meeting.
- c) No proxy voting shall be allowed.
- d) Voting shall be by a show of hands, unless there is a request for a secret ballot. Five voting members must request a ballot vote.

Article VII Board of Directors:

7.01 Powers of the Board

- a) The Board shall have the responsibility of governance and management of the MFGA, including its assets, all funds, intellectual property, and the management and control of its affairs and business.
- b) The Board following the recommendation of the Executive Committee will appoint an Executive Director on a full-time and/or part time basis.
- c) The Board may employ persons as may be necessary to carry out specific programs and perform any duties as required by the Board.
- d) The Board shall be responsible for formulating and executing all policies of the MFGA in accordance with the objectives or other directions as will best serve the interest of the Association.
- e) The MFGA Chair in consultation and approval from the Board of Directors shall have the power to appoint committees as either ad hoc and/or task force committees to give assistance and support to the organization.
- f) The Board of Directors shall receive no remuneration for their work other than for out of pocket expenses such as travel costs and as identified by the MFGA policies.

7.02 Composition of the Board:

The Board of Directors shall consist of a minimum of nine elected voting board members to a maximum of fifteen elected voting board members.

The Board of Directors shall include:

- a) A minimum of seven (7) producer members at large,
- b) A maximum of four (4) producers appointed from the following commodity producer groups/associations: Dairy Farmers of Manitoba, Manitoba Beef Producers, Manitoba Bison Association, and Manitoba Sheep Association. **Removal of Manitoba Hay Exporters**
- c) Other Commodity Groups/Associations may express interest to be considered and at that time, will be invited to present/appear before the board to evaluate/consider/approve appropriate additions.
- d) Ex-officio board members may include the following as approved by the Board of Directors; Faculty of Agriculture and Food Science – University of Manitoba; Manitoba Agriculture, Province of Manitoba; Agriculture and Agri-Food Canada, Government of Canada, and Conservation interests such as Ducks Unlimited. As an ex-officio board member, each of these representatives will not be entitled to vote or hold voting privileges on the board. They may serve on MFGA committees.

7.03 Eligibility:

Each MFGA Board Director elected shall be:

- a) At least 18 years of age,
- b) A resident of Manitoba and a Canadian citizen,
- c) Not be an undischarged bankrupt,
- d) Expected to select one level of support, and contribute annually in order to be a board member,
- e) A member in good standing of the organization, and
- f) Not hold a paid position with the organization and not enter into a contract for services with the MFGA.

7.04 Selection of Directors/Board Member:

- a) The selection of the seven (7) producer member/supporters will be through the MFGA Board Governance Committee,
- b) Producers' members may be recommended by other members of the board to the Board Governance Committee.
- c) A total of four producers will be appointed from the following commodity producer groups/associations: Dairy Farmers of Manitoba, Manitoba Beef Producers, Manitoba Bison Association, and Manitoba Sheep Association. **Removal of Manitoba Hay Exporters**
- d) All members selected by the Board Governance Committee will be presented and approved by the MFGA Board of Directors prior to the Annual General Meeting, and
- e) The MFGA board reserves the right to approve or disapprove the appointments.

7.05 Terms of Office:

- a) The term of office of each Director/Board producer member shall be three (3) years, with an option of continuing for a second three (3) year term to a maximum of six (6) years.
- b) The term of office for each Director/Board member representing the identified commodity group/ associations identified by MFGA will be two (2) years, the director representative can be reinstated for a second term of two (2) years, to a maximum of four (4) years at which time the individual member from each of these organizations must step off and a new member representing any one of the four organizations must be appointed.
- c) After the completion of a Director's term(s) of office, he or she may be a candidate for election to the Board but only after an absence of one (1) year following the completion of his or her term unless the Regular Members, at a general meeting, decide that the circumstances are such that in a particular case the said one (1) year period of absence should be lifted.

- d) If a Director is elected Chair of the MFGA Board for a term of office that would cause his or her term as a Director to be exceeded, then his or her term of office as a Director shall be extended accordingly, therefore the term ends at the same time as his or her term of office as Past Chair OR a total of three years (two (2) years as Chair and one (1) year as Past Chair), at which time he/she will resign from the board.

Remove and place in MFGA Policy Manual

- e) The MFGA Board reserves the right to have a Past Chair.

Remove and place in the MFGA Policy Manual

- f) If a Director from one of the identified commodity groups/associations is elected Chair of the MFGA that organization may appoint a member representative to the MFGA board – following approval from the MFGA board. The newly appointed person will serve a one (1) two-year term capacity.

Remove and place in the MFGA Policy Manual

7.06 Vacancy on the Board:

- a) Should a vacancy occur within one of the seven producer representatives to the MFGA Board of Directors, the Board Governance committee recommends a producer replacement from the producer-level supporters to the MFGA Board. The MFGA Board must approve the nominated member.
- b) The new member will serve out the remainder of the term of the vacancy. He/she may be eligible to be a Director up to the maximum of six (6) years.
- c) If a vacancy occurs within one of the approved commodity groups/associations, the MFGA Board Governance Committee Chair will contact the organization to ask for a replacement.
- d) The replacement will serve out the remainder of the term. He/she may be eligible to continue as a Director up a maximum of four (4) years.

7.07 Removal of a Board Member:

- a) If the board, by a 2/3 vote of the board, determines that any Director (one of seven producer supporters or an appointed member from one of the four groups/associations) is in violation of these by-laws or any other rules of the MFGA, that Director shall be expelled from the MFGA Board.
- b) A Director may be removed due to repeated absences from meetings of the Board of Directors except for reasons of sickness or inclement weather, or approval of the Board. Following unapproved absences from three (3) consecutive Board meetings, the Director will be removed automatically and subsequently advised of the removal by the Board Governance Committee Chair.

7.08 Board Meetings:

- a) The MFGA Board will meet a minimum of three (3) times a year of which at least once will be in person. Meetings may be held via conference call or web-based communications.
- b) A meeting of the MFGA Board of Directors or a Committee of the Directors may be held by such means as telephone, electronic or other communication facilities with the condition that all directors may participate by such means and that a Director participating in such a meeting by such means is deemed to be present at the meeting.
- c) The voting or approval of motions may be done during conference call meetings and at times when a special request for a vote by email/electronically. The motion must be passed per MFGA Board quorum via the conference call and/or electronic media.

- d) Minutes of the MFGA Board meeting shall be made available one (1) week after said board meeting and again one (1) week prior to next meeting.
- e) The MFGA Board agenda will be made available to all MFGA Board of Directors no less than five (5) to seven (7) days prior to each regular board meeting.
- f) A board meeting quorum is 50% plus one of the Board of Directors.
- g) Ex-officio members shall not be included in the determination of quorum.
- h) In the event of the Chair, the Vice-Chair and/or the Executive Director being absent a quorum is not met.
- i) Each Director, except ex-officios Directors will have one vote at all Board of Directors meetings. Votes are not transferable and are made in person, and
- j) The Chair does not vote, and in case of a tie, the tie vote is deemed a No or Null vote.

ARTICLE VIII – DISCLOSURE OF CONFLICT OF INTEREST:

This applies to all MFGA Officers and Board of Directors and any appointed or Ad Hoc/Task Force committee members.

Each individual named in this section shall disclose to the MFGA at the earliest possible opportunity:

- a) Any personal interest which he/she may have in any matter to be decided by the organization,
- b) His/her affiliation with any organization, be it ownership, management, employment or otherwise with whom the MFGA deals with or may deal, and which he/she will receive personal gain from,
- c) Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in a meeting of the Board,
- d) Shall not in any way before, after or during the meeting influence the voting of any such question, and
- e) All declarations of interest shall be recorded in the minutes of the said meeting.

ARTICLE IX – DUTIES OF DIRECTORS:

9.01 The Officers and Committee members of the Board shall conduct themselves within the policies of the MFGA as set out by the MFGA board.

9.02. No individual Director shall have any authority to act on behalf of the board in the transaction of the affairs of the MFGA except as outlined in the By-laws and/or by approval of the MFGA board, and

9.03 Each Director of the board is expected to sit on one Committee of the MFGA organization.

ARTICLE X - OFFICERS:

10.01 The Officers of the MFGA shall consist of the Chairperson, the Past Chair, Vice-Chairperson, and Finance Chair. The MFGA Board reserves the right to determine if a Past Chair remains as part of the Board, the Officers and the Executive Committee

10.02 All MFGA Board Directors must have served one year on the MFGA board prior to being eligible to be elected to any MFGA Officers positions.

10.03 The Officers shall be elected annually at a board meeting immediately following the MFGA Annual General Meeting.

10.04 The Chair will be elected for a two-year term and the Vice-Chair for a two-year term. The Vice-Chair will assume responsibility of Chair following the ending of the current Chair's term.

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10.05 The Past-Chair will remain for one year following his/her term of office of Chair at which time he/she will step away from the board. There may be a term or time when no Past Chair exists as part of the MFGA Officers of the Board.

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10.05 The Executive Committee will be comprised of the Chair, Past-Chair, Vice-Chair, Finance Chair and the Executive Director. The committee will be charged with carrying out the duties of the directors between meetings of the directors.

ARTICLE XI – DUTIES OF OFFICERS:

This whole section on Duties of Officers.

Remove and place in MFGA Policy Manual

ARTICLE XI – STANDING COMMITTEES:

11.01 The MFGA will recognize the following committees:

- a) Executive Committee,**
- b) Governance Committee,**
- c) Finance and Audit Committee.**

11.02 The MFGA Board from time to time will determine the Terms of Reference for each committee.

11.03 No committee shall pledge the credit of the MFGA, commit to the expenditure of money or to policies, acts or engagements, except as specifically authorized by the board.

Definition and Responsibilities of Committees

Remove and place in MFGA Policy Manual.

Article XII - OTHER COMMITTEES: (Known as Special Committees/Ad Hoc or Task Force Committees)

The MFGA Chair and Board of Directors may appoint other committees to act in any capacity as specified by the Board. No special/ad hoc or task force committee shall pledge the credit of the MFGA, commit to the expenditure of money or to policies, acts or engagements, except as specifically authorized by the MFGA Chair and Board of Directors.

- a) The Committee chair of these committees will be a MFGA Board member.
- b) Committee members may be those from the MFGA board, the MFGA supporters and/or anyone outside of the MFGA board that can bring expertise to the committee dependent upon the skills and knowledge required.
- c) The Committee will operate for a specific period of time addressing a specific issue in relation to the MFGA organization. Committees may be considered as a standing committee if appropriate areas covered and necessary i.e. Fund exploration and project development committee,
- d) The MFGA Chair and Executive Director are to be included as members of all Special/Ad Hoc or Task Force Committees,
- e) Terms of Reference will be developed for all Special/Ad Hoc or Task Force Committees.

ARTICLE XIII – EXECUTIVE DIRECTOR:

The Executive Director will:

- a) Answer directly to the Board Chair and not each individual board member,
- b) Have the central responsibility for all MFGA staff, contractors, the day to day administration and operational functions of the MFGA,
- c) Be accountable to the board for the proper and legal conduct of the business of the Corporation,
- d) Act as signing officer of the company, and
- e) Act as an ex-officio member of all standing committees and ad hoc or task force committees.

ARTICLE XIV – INDEMNIFICATION to DIRECTORS and STAFF:

14.01 Each Director, Officer or employee of the MFGA, former Director, Officer or employee of the MFGA and his heirs and legal representatives, shall be indemnified by the MFGA against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal, or administrative action or proceeding to which he is made a part by reason of being or having been a Director, Officer or employee of the MFGA provided he acted honestly and in good faith with a view to the best interest of the MFGA.

14.02 The MFGA may purchase and maintain insurance for the benefit of any person referred to in paragraph 14.01.

ARTICLE XV - FISCAL YEAR:

The fiscal year of the organization will be March 31.

ARTICLE XVI- EXECUTION OF DOCUMENTS:

16.01 Contracts, documents or any instruments in writing requiring the signature of the MFGA may be signed by any two of the following: The Chair; Vice-Chair; Finance Chair; and all contract documents and instruments in writing so signed, shall be binding upon the MFGA without any further authorization or formality.

16.02 The Board shall have the power, from time to time, by resolution to appoint any Officer of Officers or employees or any person or persons on behalf of the MFGA, either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE XVII – SIGNING AUTHORITY:

17.01 The signing authority of the organization will be the Chair, the Vice-Chair, Finance Chair, Executive Director and/or the Finance Officer/Administration.

17.02 Two signatures are required on all cheques.

ARTICLE XVIII – BOOKS and RECORDS:

The Directors shall see all necessary books and records of the MFGA required by the By-laws of the MFGA or by any applicable statute or law are regularly and properly kept.

ARTICLE XXIV – AUDITORS:

The auditors shall be appointed at each annual general meeting of the MFGA. The remuneration of the auditors shall be approved by the MFGA Board.

ARTICLE XX – RULES OF ORDER:

The organization will operate under Robert’s Rules of Order.

ARTICLE XXI – BYLAW REVISIONS:

21.01 These Bylaws are to be reviewed yearly prior to the organization’s fiscal year end by the Board Governance Committee and brought to the Board of Directors for final review,

21.02 These Bylaws may be amended at an Annual General Meeting provided twenty-one (21) days’ notice is given to the membership.

21.03 All previous by-laws of the MFGA are repealed.

Passed by the Manitoba Forage and Grasslands Association (MFGA) on this XX day of November 2021.

Chair

Vice-Chair

Registered 1990, by-law revisions 2004, 2012, 2017, 2018, 2019

Name change: August 1, 2013