

# Food First NL

## Constitution and Bylaws

### NAME

Food First NL, hereafter referred to as 'FOOD FIRST NL'.

### VISION

FOOD FIRST NL envisions a province where all people, at all times, have physical and economic access to sufficient, safe and nutritious food to meet their dietary needs and food preferences for an active and healthy life. (Adapted from 1996 World Food Summit Declaration, Rome)

### MISSION AND PURPOSES

FOOD FIRST NL's mission is to actively promote comprehensive, community-based solutions to ensure access to adequate and healthy food for all.

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### 1. Governance Structure

- a. FOOD FIRST NL will be governed by a volunteer provincial Board of Directors consisting of no fewer than eight and no more than twelve voting members.
- b. The Board of Directors shall be elected from the FOOD FIRST NL's voting membership through a nomination and majority vote process at the Annual General Meeting.
- c. Executive officers will be elected from the FOOD FIRST NL Board at the first Board meeting following the Annual General Meeting. The Executive officers and their duties shall be as follows:

Chair: shall preside at all meetings of the Board of Directors, the Executive Committee and serve as an Ex-Officio member of all committees.

Vice-Chair: shall preside at any meetings that the Chair cannot attend and perform such official function as may be assigned by the provincial Board of Directors and/or the Chair.

In lieu of the above two positions, two Co-Chairs shall together carry out the above duties.

Secretary: shall keep an accurate record of minutes of all meetings of the Executive Committee, the Board of Directors and the special and general meetings of FOOD FIRST NL. The secretary shall circulate minutes and notice of upcoming meetings or see that this is done by others in a timely manner.

Treasurer: shall keep an accurate account of all monies of FOOD FIRST NL, shall be one of the signing officers to all bank accounts, cheques, drafts and other orders and shall be responsible for the payment of all monies on behalf of FOOD FIRST NL.

- d. The Executive Committee of the Board will include the above four positions, and any others the Board deems necessary. The Executive Committee will have full authority to make decisions and manage the affairs of the organization between Board meetings.
- e. The immediate Past Chair shall be an ex-officio member of the Board of Directors for a one year term, for purposes of organizational continuity.

## **2. Terms of Office**

a. No member shall serve on the Board of Directors for more than three consecutive two year terms (total of six years), with exception of the Past President, who may return as an ex-officio Board Director for an additional one year term once their term as Chair is completed.

b. In the event that a Director position is left vacant, the remaining Board Directors may nominate and elect another Director to fill the vacancy until the next Annual General Meeting.

c. Should more than one third of the Directors vacate their positions on the Board at one time; the remaining Directors will call an extraordinary general meeting.

d. Following discussion at a meeting of the Board of Directors, the office of a Director shall be vacated by a motion and majority vote if that Director:

(i) Fails to attend three consecutive meetings of the Board of Directors without notice, and with a reason acceptable to the Board;

(ii) Acts against the mission statement of FOOD FIRST NL;

(iii) Is found to be in an undeclared conflict of interest.

## **3. Membership**

a. FOOD FIRST NL shall have three categories of membership:

(i) Individual voting membership: Open to any person committed to advancing food security in the province of Newfoundland and Labrador.

(ii) Organizational voting membership: Open to any organization committed to advancing the mission and purposes of FOOD FIRST NL. Such organizations shall have one vote equal to any individual vote.

(iii) Non-voting membership: Open to any person or organization interested in food security in the province of Newfoundland and Labrador.

b. Any individual or organization committed to advancing food security is eligible for either voting or non-voting membership with FOOD FIRST NL. Voting membership is obtained by signing a membership form and/or meeting such conditions as may, in the discretion of the FOOD FIRST NL, be sufficient for that purpose. Non-voting membership is obtained by signing up to FOOD FIRST NL's email newsletter.

c. Additional benefits of a voting membership with FOOD FIRST NL are listed in FOOD FIRST NL's membership form.

d. Voting members who wish to withdraw from membership with FOOD FIRST NL may do so by notice in writing to the Secretary. Non-voting members who wish to withdraw from membership with FOOD FIRST NL may do so by unsubscribing to FOOD FIRST NL's email newsletter.

e. Voting members must renew their membership once per year in order to maintain their voting rights. Non-voting members remain members until they request to unsubscribe from FOOD FIRST NL's email newsletter.

f. FOOD FIRST NL shall maintain a register, listing the name, address, contact, and effective date of membership for its voting members. FOOD FIRST NL shall maintain a register of the names and email addresses of its non-voting members. A specific Director will be named by the Board of Directors to take responsibility for this. When possible, FOOD FIRST NL will dedicate staff support to assist with this work.

#### **4. Meeting Procedures**

a. Board and General Meetings of FOOD FIRST NL shall be conducted using the current Robert's Rules of Order.

b. Quorum for Board meetings is 50% of current Board plus one. This must include either the Chair or Vice-Chair.

c. Matters requiring a vote in Board and General Meetings will be decided by simple majority of the votes cast (50% plus one), with the exception of Amendments to the Constitution, as outlined in section 6. In the case of a tie vote, the meeting Chair will cast the deciding vote. Voting by proxy will not be permitted.

d. Board and General Meetings will be carried out in person and/or with use of technology (such as teleconferencing, via internet, etc) as agreed by the Board.

#### **5. Annual General Meeting**

a. An Annual General Meeting (AGM) shall be held every year between September and December, within 60 days following receipt of the audited financial statements.

b. Voting members will be provided at least 21 days notice of the AGM

c. The above mentioned AGM shall be called an ordinary meeting, and all other General Meetings shall be called extra-ordinary or special general meetings.

d. Board Directors may, whenever they think fit, or they shall, upon a requisition made in writing by one third or more of the total voting membership, convene an extraordinary general meeting. Voting members shall be informed of any such requisition made.

e. Upon receipt of such requisition, the Directors shall convene a general meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting.

#### **6. Amendments to the Constitution and Bylaws**

a. The Constitution and Bylaws may be amended by a two-thirds majority vote of voting members in good standing in attendance at the AGM or other extra-ordinary or special meeting.

b. Any proposed amendments shall be provided in writing to all voting members at least twenty-one days prior to the meeting at which such an amendment is to be voted.

#### **7. Conduct**

a. FOOD FIRST NL's work shall be carried out without purpose of gain for individual Directors. Any profits or other gain to the organization shall be used solely to promote the above stated purposes.

b. No dividend or bonus shall, at any time, be paid to any member of the Network. Notwithstanding, volunteers carrying out legitimate business of the Network shall be reimbursed for approved out of pocket expenses.

c. Board Directors who are interested, either directly or indirectly, in a proposed contract or transaction with FOOD FIRST NL must disclose fully and promptly the nature and extent of his or her personal interest to the Board.

d. All such matters of conflict of interest that arise will be dealt with by the Board Directors in a manner that the Board agrees is in accordance with common moral and ethic practices.

## **6. Financial Matters**

a. The fiscal year of FOOD FIRST NL shall be April 1 to March 31.

b. True accounts shall be kept by FOOD FIRST NL and a financial update will be presented at each Board meeting.

c. The Board will name three to five signing officers, who are authorized to sign on behalf of FOOD FIRST NL for banking and legal documents. Two of these signatures will be required for cheques and other legal documents.

d. The Board will appoint an independent auditor to review FOOD FIRST NL's financial records at the end of each fiscal year, in advance of the Annual General Meeting.

## **7. Winding Up**

a. FOOD FIRST NL shall be dissolved voluntarily whenever an extraordinary resolution, as defined by the Companies Act, is passed, requiring FOOD FIRST NL to cease operations.

b. Upon dissolution of FOOD FIRST NL and after payment of all its debts and liabilities, the remaining property shall be given to a not-for-profit organization in the province of Newfoundland and Labrador which has a similar mission.

c. FOOD FIRST NL Board Directors shall not be individually responsible for debts incurred by FOOD FIRST NL.

FOOD FIRST NL members adopted this amendment to the Constitution and Bylaws on November 21, 2011.

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Date

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Director's Signature

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Director's Signature