

## Prairie Fibreshed Network Inc.

### Constitution and By-Laws

## CONSTITUTION

- 1) The registered name of the organization shall be “**PRAIRIE FIBRESHED NETWORK INC.**” and may hereafter be referred to as “**Prairie Fibreshed**”.
- 2) The organization shall work in co-operation with Fibreshed, P.O. Box 221, San Geronimo, CA 94963, and affiliate itself with Fibreshed and may further affiliate itself with other organizations devoted to the aims and objectives of Prairie Fibreshed.
- 3) The address of this organization shall be: P. O. Box 386, Strasbourg, SK S0G 4V0.
- 4) Area of Operation: Prairie Fibreshed shall operate within the Province of Saskatchewan, Canada.
- 5) Objectives: Prairie Fibreshed is an organization to be operated to promote the symbiosis of producers and end users of natural fibre products within the province of Saskatchewan, with an end goal to promote natural fibre and to maintain a sustainable fibre stream to better the environment. In this regard, Prairie Fibreshed shall further its objectives by:
  - Promoting the production, processing, and use of natural fibres;
  - Educating members with workshops and additional materials; and
  - Connecting existing and potential users, processors and producers of natural fibre.
- 6) This corporation’s purposes include:
  - Bringing together interest groups from all aspects of natural fibre to share ideas and strategies for developing a fibre economy;
  - Networking and sharing of best practices to advance natural fibre endeavours;
  - Advancing sustainability and resilience in agricultural endeavours and fibre using industries while promoting natural fibres, agriculture, fibre processing infrastructure and fibre use activities; and
  - Promoting natural fibres and soil to soil processes in agriculture, fibre processing and use in Saskatchewan.
- 7) The organization shall not compete against commercial enterprises offering a similar service in the Province of Saskatchewan or engage in a regular business of any kind ordinarily carried on for profit in the Province of Saskatchewan.
- 8) This organization shall operate as a not-for-profit organization. Any income received shall be applied only to the non-profit purposes and objectives of the organization. Directors and officers are volunteers and serve without remuneration for their role on the board.
- 9) Prairie Fibreshed shall maintain non-profit corporation status under the laws of the Province of Saskatchewan. These by-laws shall be governed by the laws of the Province of Saskatchewan and shall adhere to the laws of The Business Corporations Act (Saskatchewan).
- 10) Revision of Constitution and By-laws: Changes in this constitution may be made only after the proposed alterations have been submitted for debate by the membership at the Annual General Meeting or a Special General Meeting. Proposals for change must be written and include the entire section, original and revision. Written proposals can be submitted to the Secretary at the organization address or electronically no less than thirty (30) days prior to the Annual or Special General Meeting. Voting shall be by show of hands at meetings or electronically. Proxies are not permitted. The favourable vote of two-thirds (2/3), rounded to the nearest whole number of all members at a meeting with quorum shall be required to effect any changes to the Constitution and By-laws.

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#### BY-LAWS

##### 1) MEMBERSHIP

- a) **Membership Year:** The membership year will be from January 1 to December 31.
- b) **Eligibility:** Full membership and voting privileges shall be open to anyone over the age of 18 with a mailing address in the province of Saskatchewan. Memberships cannot be transferred.
- c) **Types of Memberships:** There shall be two types of membership, that of a Regular Member who must meet the eligibility criteria and have paid annual membership fees, plus an Honorary Member who must meet the requirements as determined by the Board of Directors and does not pay annual membership fees:
  - i) **Regular Members:** shall be entitled to attend any meeting of the association, to vote at any Regular Member Meeting, Annual General Meeting, and Special General Meeting and to hold office as indicated in Section 2;
  - ii) **Honorary Members:** shall be entitled to the same rights as a regular member, but shall be exempt from the payment of fees.
  - iii) Further specification of members can be defined by the Board of Directors.
- d) **Membership Dues:** Shall be determined by the Directors.
- e) **Application for Membership:** Membership application, with fees are to be submitted to the Secretary.
- f) **Approval of Membership:** The membership application shall be reviewed by the President-Elect or designate. If an application for membership is rejected, the applicant shall be notified in writing of the rejection with a reason, within fourteen (14) days of the rejection.
- g) **Termination of Membership:** Membership will be terminated by the organization if a member:
  - Fails to meet the eligibility criteria for membership;
  - Has defrauded the organization;
  - Has been suspended, or debarred from Prairie Fibreshed events;
  - Fails to pay annual membership fees within sixty (60) days of the end of the membership year; or
  - Resigns membership by notice in writing addressed to the Secretary.
- h) **Resignation:** Resignation or termination of any member does not release the member from any debts to the organization.
- i) **Voting privileges:** Are available to all members that meet eligibility criteria at the time of voting at Regular Member Meetings, Annual General Meetings or Special General Meetings.

##### 2) BOARD OF DIRECTORS: The Board of Directors shall consist of the officers listed below in (c) below.

###### a) **Nominations:**

- i) Any member may nominate any member for any elected organization position. Any member may nominate himself/herself; or
- ii) Nominations may be received from the floor at the Annual General Meeting for one office at a time until there are no further nominations forthcoming. Voting by show of hands or electronic balloting for that office follows the nominations.

###### b) **Elections:** Elections will be held every year at the Annual General Meeting

###### c) **Officers:** Officers of the organization shall be:

- President
- Past-President

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- President-Elect
- Secretary
- Treasurer
- Members-at-Large (two)

The above-named officers shall be eligible for re-election annually or bi-annually at the Annual General Meeting. These officers collectively constitute the Board of Directors of Prairie Fibreshed. No person may hold more than one office at a time.

**d) Purpose of Officers:** The Board of Directors shall direct and manage the affairs of the organization, shall interpret the Constitution and By-laws and may, from time to time, as required, suggest changes to be approved at an Annual General Meeting or Special General Meeting. The Prairie Fibreshed Board of Directors shall manage the affairs of the corporation. The Board shall have a fiduciary duty to oversee the operations of Prairie Fibreshed and to:

- i) Adopt the Prairie Fibreshed budget and regularly review actual financial performance against the budget;
- ii) Adopt appropriate policies, procedures, rules, and regulations; and
- iii) Retain any necessary legal and other professional services.

**e) Number and Appointment or Election of Directors:** The Board shall have no fewer than five (5) and no more than eight (8) directors preferably from among diverse segments of the industry throughout Saskatchewan farming and farmer co-operatives, fibre processing facilities, fibre supply chains, and end users of natural fibre products.

**f) Term of Office:** The term of office for directors shall begin on the first day of January following election at the Annual General Meeting and shall run until the thirty-first day of December. Incumbent Board Members shall remain in their position from the date of the Annual General Meeting until the end of the year and shall ensure the proper passing of books and records to the new directors in an attentive manner. The length of the term shall be as follows:

**President:** One Year

**President-Elect:** One Year

**Secretary:** Two Years

**Treasurer:** Two years

**Member at Large:** Two years, except if both positions are vacant for election, then one position will be for one year and one position will be for two years.

**Immediate Past President:** shall remain a director for a one year term following the completion of their term as president.

**g) Limitation of Term:** There are no limits on the number of terms that a director may serve except that a director may only serve three consecutive terms in one position.

**h) Resignation or Removal of Board Members:** Directors are expected to resign their seat if their status changes such that they are no longer able to fulfill their duties. Three-fourths (3/4, rounded to the nearest whole number) of the board of directors in office may remove any director from the board for any reason. All directors shall be given notice by phone or email at least two (2) days before the vote on the removal and the notice must specify that removal of a director will be considered.

**i) Filling Vacancies on the Board:** When a director resigns or is removed, the president shall fill the seat by appointing a replacement director to complete the term of the prior director.

**j) Duties of the Board**

**i) The President shall:**

- Chair or designate the chair at all meetings of the organization;

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- Be a member ex-officio of all standing committees; and
- Be a signing officer for the organization.

#### ii) The **President-Elect** shall:

- Prepare to perform duties of the president if and when need arises.
- Collaborate with the President
- Should the President resign at some time during the year, the President-Elect shall act as the President until the next Annual General Meeting
- Shall be considered automatically nominated for the position of President at the expiration of the term of the current President. The members will be allowed to submit other nominations for Presidency if they so wish
- Oversee membership applications and renewal; and
- Be a signing officer for the organization.

#### iii) The **Secretary** shall:

- Have charge of correspondence;
- On acceptance of a member, furnish the new member with a copy of the Constitution and Bylaws;
- Notify officers of their election or appointment;
- Issue notices of meetings to all members;
- Keep a roster of all organization members and their addresses;
- Record and distribute minutes of organization meetings; and
- Be a signing officer for the organization.

#### iv) The **Treasurer** shall:

- Be a signing officer for the organization;
- Collect all accounts due to the organization and receipt thereof;
- Deposit all funds in a chartered bank or credit union in the name of the organization and furnish a bank statement when requested;
- Disburse all funds when it is proper to do so and not otherwise;
- Maintain accounting books that shall be open at all times to the inspection of the Directors;
- Report the condition of the finances of the organization to the Board of Directors at each Board of Directors' meeting; and
- At the Annual General Meeting of the organization, render an account of all receipts and expenditures made during the previous year and provide the reviewer's report.

#### v) The **Members-at-Large** shall:

- Chair or lead committees as may be set up by the Board of Directors.

## 3) MEETINGS:

a) **Annual General Meetings:** shall be held in the fall of each year (October to December) and may be held electronically with the date to be set by the Board of Directors, and in any event not more than fifteen (15) months after the previous Annual General Meeting. Not less than thirty (30) days notice of the Annual General Meeting shall be given to all members. Electronic communication will be considered as notice to members. Quorum at an Annual General Meeting will be five (5) members including a simple majority (50% plus 1, rounded to the nearest whole number) of the current Board Members.

Order of business at Annual General Meetings shall be:

- Confirmation of Notice of Meeting;
- Reading/Correcting/According of Minutes;
- Correspondence;

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- Accounts;
- Board Member and Committee Reports;
- Bring a Motion to waive the requirement of an annual audit, conducted by a certified accountant, of the records of Prairie Fibreshed, which is to be passed by a unanimous vote.
- Unfinished Business;
- New Business; and
- Election of Officers.

**b) Board of Directors Meetings:** may be held as required at the discretion of the Directors, and may be held electronically. All members and invited guests may attend and speak at Board Meetings, but voting is limited to the Directors. Quorum at a Board Meeting shall be a simple majority (50% plus 1, rounded to the nearest whole number) of the current Board Members.

Order of business at Board Meetings shall be:

- Reading/Correcting/Adopting of Minutes;
- Correspondence;
- Accounts;
- Board Member and Committee Reports;
- Unfinished Business; and
- New Business.

**c) Regular Member Meetings:** may be held as required at the discretion of the Directors and may be held electronically. All members and invited guests may attend and speak at Regular Member Meetings, but any voting is limited to members. Any motions passed at a Regular Member Meeting will be considered as pending Board approval. Quorum at a Regular Member Meeting will be five (5) members. Order of business at Regular Member Meetings shall be at the discretion of event organizer(s).

**d) Special General Meetings:** may be held as required at the discretion of the Directors and may be held electronically. Quorum at a Special General Meeting will be five (5) members including a simple majority (50% plus 1, rounded to the nearest whole number) of the current Board Members. A written request by members for a Special General Meeting must be submitted to the Secretary at least five (5) days prior to the proposed meeting date stating the objective of the Special Meeting.

Special General Meetings may be held:

- In an emergency situation where an issue needs to be considered by the entire membership prior to the Annual General Meeting;
- At the call of the President; at the request of a majority of the Directors; or at the request of at least five (5) members

**e) Voting at all meetings:** Shall be conducted as per Robert's Rules of Order (See Appendix A for a summary).

**4) FINANCE:**

- a) Fiscal Year:** Shall be October 1 to September 30
- b) Budget:** The Treasurer will lead the preparation of an annual budget proposal showing anticipated revenues and expenses for the upcoming fiscal year. The proposed budget will be submitted to the Board of Directors for review, revision, and adoption at its September meeting. All non-budgeted expenditures for the organization purposes must be first approved by the Directors.

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- c) **Officers with Signing Authority:** No funds may be withdrawn from the bank account without signed authorization by any TWO of the following four officers: President, Secretary, Treasurer and President-Elect.
- d) **Dues:** The Treasurer shall collect the dues for the ensuing year.
- e) **Remuneration of Officers:** Unless otherwise approved by the Directors, all expenses incurred must be submitted to the Treasurer, with receipts.
- f) **Banking:** The funds of the organization shall be placed in a branch of any Canadian Chartered Bank, Trust Company or Credit Union in a separate and independent account in the name of the organization. All cheques drawn on the organization account must have the signature of a minimum of two signing officers.
- g) **Borrowing:** Any loans to be made to, or by the organization, must be passed by the Board of Directors. A two-thirds (2/3, rounded to the nearest whole number) majority vote is required.
- h) **Examination of books:** A committee of two (2) members, who shall be appointed by the Board, shall examine the books annually. The committee shall submit a report to the Board with recommendations.

### 5) COMMITTEES:

- a) **Appointment of Committees:** All Special Committees shall be appointed by the President unless otherwise ordered in the motion. The Term of any Committee shall be determined either by:
  - The end of committee assigned duties;
  - As stated in motion;
  - At the decision of a majority of voting membership at any meeting; or
  - At the decision of the Board of Directors.

### 6) AMENDMENTS TO BY-LAWS:

- a) The organization may, from time to time, in the manner provided herein, enact any By-Laws deemed necessary for the carrying on of its objectives and the transaction of its business.
- b) A By-Law may be enacted, amended, or repealed by two-thirds (2/3, rounded to the nearest whole number), majority vote of the current members at the Annual General Meeting or Special General Meeting.
- c) Written or electronic notice of the intention to move such enactment, amendment or repeal of the By-Laws must be given to each member in good standing no less than thirty (30) days prior to such meeting.

### 7) DISSOLUTION:

- a) **Procedure to be followed for dissolution:**
  - i) Advanced notice of proposed dissolution shall be sent to all current members at least thirty (30) days prior to a Special or Annual General meeting; and
  - ii) The Dissolution proposal shall be approved by two-thirds (2/3, rounded to the nearest whole number) current members. Proxies are not permitted.
- b) **Disposal of assets upon dissolution:** In the event of the dissolution of the organization, whether voluntary or involuntary or by operation of law, none of the property, nor proceeds thereof, nor any assets of the Club shall be distributed to any members of the organization but after payment of the debts of the organization, its property and assets shall be given to a charitable or not-for-profit organization for the benefit of the natural fibre industry as selected by the Board of Directors.

### 8) INTERPRETATION:

The interpretation of the Prairie Fibreshed By-Laws by the Board of Directors will be final.

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**9) RULES OF ORDER:** Robert's Rules of Order will be followed at all meetings (with exception of Quorum requirements specifically set out in these By-Laws). See Appendix A for a summary.

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#### APPENDIX A: Robert's Rules of Order for Beginners:

##### Call to Order

This occurs at the beginning of the meeting, once quorum has been attained. Quorum for Prairie Fibreshed is defined in the by-laws for each type of meeting.

##### Motions

Business is resolved at meetings by voting on propositions put forward by members. Such propositions are called motions. Any person who is eligible to vote at a meeting may make a motion. Depending on the type of motion, another member is usually needed to second the motion. Motions are then debated and voted upon. **No member may speak more than once to any motion** (although the Speaker may choose not to enforce this rule if s/he deems it appropriate.) A member must raise his/her hand. A speaker's list is kept acknowledging individuals in the order in which they have raised their hands.

##### Amendments

A motion may be amended by a subsequent motion. If the mover and seconder of the original motion consent to the amendment, the amendment is deemed “friendly” and it does not require a seconder and is not subject to debate. If an amendment is not deemed friendly, it does require a seconder. Such a motion must then be debated and voted upon before the debate resumes on the original motion.

##### Motions which take Precedence

Normally, a motion cannot be made while another motion is being debated. There are, however, certain types of motions that take precedence over “normal” motions.

1. **Motion to Amend** (as above)
2. **Motion to Table** – This is a motion to defer further debate on the main motion until some future time. The motion requires a seconder and is debatable only as to the length of time that the main motion will remain tabled.
3. **Motion to Refer** – This is similar to a Motion to Table, except that instead of deferring a motion for a specific amount of time, it is deferred until advice can be sought from another body.
4. **Motion to Call the Question** – This is a motion to cease debate and proceed to the vote on the main motion. If there is an objection to the motion, the motion requires a seconder and must pass by a two-thirds vote. The motion is not debatable.
5. **Motion to Reconsider** – This is a motion to re-open debate on a motion that has already been voted upon earlier in the same meeting. This motion requires a seconder.
6. **Motion to Adjourn** – A motion to end the meeting. Requires a seconder and is not debatable.

##### Points

There are several special motions called “Points” that have priority over all other motions or discussion.

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Points are considered serious enough that another individual who wished to make a Point may interrupt a speaker. Points do not require a seconder.

- 1. Point of Order** - An individual may raise on a point of order if they feel that business is proceeding incorrectly. The speaker must either agree or disagree with the point raised. An individual may also use this point if they do not understand the proceedings and/or wish to have a clarification made on a specific ruling.
- 2. Point of Privilege** – Individuals may raise Points of Privilege if it is felt that their rights as members of the assembly have been violated. This Point can also be used if an individual is unable to participate in the discussion due to an inability to hear the speaker, because the room is too hot or cold, or because s/he is unclear on matters of procedure. If you do not understand what is happening, you can interrupt the speaker and request clarification on a Point of Privilege.
- 3. Point of Information** - This point is the most misused one in the book. This Point is used to ASK for information that you feel is essential to your understanding of the debate. It may not be used to give information. The member may decide not to answer the question by refusing to yield the floor. Again, it is not in order to give someone information on a point of information.
- 4. Challenge to the Speaker** – This Point is used when an individual disagrees with the Speaker's ruling. The mover must state why he or she disagrees with the ruling. The Speaker may then give the reasoning behind the ruling. A vote is then taken to affirm the Speaker's ruling.

### Voting

Voting on motions normally requires a simple majority. Voting is normally done by a show of hands, however, anyone eligible to vote has the right to demand a vote by roll call. Voting by secret ballot normally occurs only when an election to fill a position is required, and the assembly does not desire to conduct the election by a show of hands.

### *To Ensure Smooth Discussion*

- 1. Raise your hand if you wish to speak.** The Speaker will take note and ask you to speak at the appropriate time.
- 2. State your name before speaking to the topic at hand.**
- 3. Speak to the topic or motion at hand!** If you wish to raise something not on the agenda, there are always the "Question Period" or "New Business" agenda items.
- 4. If you wish to make a suggestion regarding the motion on the floor, form it in terms of an amendment.** Your amendment will need seconding, after which it will become the current item on the floor.
- 5. Try not to repeat points other people have already made** unless you have something new to add to the point.

Taken from: University Calgary website:

<http://gsa.ucalgary.ca/about/docs/Roberts-Rules-Cheat-Sheet.pdf>