



farm fresh
ontario

2022 Annual Meeting

Via ZOOM

Monday, March 28, 2022

7 p.m.

Agenda

- 1) Call to Order and Welcome from the President – 7pm
- 2) Approval of Agenda – 7:02pm
- 3) Introduction of Directors – 7:05pm
 - a) Thomas Wilson, Spirit Tree Estate Cidery, Caledon – *President*
 - b) Jordan McKay, Willowtree Farm Market, Port Perry – *Vice-President*
 - c) Erin McLean, McLean Berry Farm, Lakefield – *Past President*
 - d) Paul Baxter, Baxter's Kitchens – *Associate Representative*
 - e) Darlene Downey, Downey's Farm Market and Estate Winery, Caledon
 - f) Meghan Snyder, Snyder's Family Farm, Bright
 - g) Melinda McArthur – Heatherlea Farm Market, Caledon
 - h) Jerry Howell – Howell Family Pumpkin Farm, Fonthill
 - i) Shane Van Casteren, Nicholyn Farm, Phelpston
 - j) Stephen Smith – *OMAFRA Liaison*
 - k) Kevin Vallier – *Board Secretary/Treasurer*
- 4) 2021 Annual Meeting Minutes – 7:10pm
 - a) Discussion
 - b) Approval
- 5) Financial Report – 7:15 pm
 - a) Review of 2021 Statements
 - i) Discussion
 - ii) Approval
- 6) FFO Board Elections – 7:20pm
 - a) Board Positions – Kevin Vallier

7) New Business – 7:25pm

a) By-Laws – Review and proposed changes

8) Adjourn - 7:40pm



2021 OFFMA Annual Meeting Minutes

Via ZOOM

Tuesday, February 23, 2021

1:30 a.m. to 3:30 p.m.

Approximately 35 people were in attendance for the AGM.

The 2021 AGM Agenda, Minutes from the 2020 AGM and the 2020 Year End Financial Statements were sent out ahead of time to anyone who registered and they were also shared on the screen during the Zoom meeting.

Erin McLean was Chair of the meeting and it was called to order at 1:30 p.m.

Kristin introduced the Board of Directors and thanked them for the service and commitment during the past year.

1. Approval of the February 18, 2020 Annual Meeting Minutes

MOTION: Karen Whitty moved that the minutes of the February 18, 2020 Annual General Meeting be approved as presented. Seconded by Jordan McKay. CARRIED.

2. Business Arising from the February 18, 2020 AGM

Erin addresses Chris Hiemstra's concerns about OFFMA moving to far toward production agriculture by letting him know that OFFMA was a current member of NAFDMA and the OFFMA Board had 2 strong representatives of on-farm experience businesses. It is always a delicate balance to include everyone in OFFMA's diverse membership.

Leslie Forsythe was contacted and her issue of the cost of TODD signs was no longer a concern. Erin also wanted Leslie to know that it at been discussed at the Board level.

3. Recognizing Retiring Members

Erin recognized Karen Whitty and Kristin Ego-MacPhail for their valuable contributions to the Board. Both had completed 2, three year terms. Kristin was also president for one year.

4. Election of New Members

Kristin called upon Marlene Werry to run the elections and act as scrutineer.

There were 2 vacant positions and 4 nominees: Jerry Howell, Mike Janssens, Melinda McArthur and Calder Murphy. No further nominations were received from the floor.

Jerry Howell and Melinda McArthur were elected as new Board members.

5. Review of 2020 Financial Statements

Cathy Bartolic presented the 2020 Financial Statements. No funding from OMAFRA as well as no bus tour and a greatly reduced farmers' market at Nathan Phillips Square significantly reduced the income of the organization resulting in an overall lose at the end of the year.

MOTION: Rob Alexander moved that the Financial Statements be accepted as presented. Seconded by Kristin Ego. CARRIED.

6. President's Report

Erin presented an overview of OFFMA's activities in 2020. The year started out like any other year with the January ReBoot Workshop, the pre-convention workshop with Tim Arnold in February and many excellent presentations at the OFVC.

The Board and several past presidents participated in a strategic plan at the end of February and then Covid hit. Members were reeling because of all the unknowns and everyone hit the pause button. OFFMA responded quickly by moving all meetings online and assisting members with monthly webinars and biweekly hospitality suites as well as ongoing, informative e-blasts.

Only one of the farmers' markets coordinated by OFFMA was able to run at a reduced capacity. OFFMA worked with other organizations and associations and various levels of government to make certain that members could open and serve their customers.

Instead of the annual bus tour, a car rally was organized to visit OFFMA members in the Milton and London areas. It was well received and well attended.

In December, Cathy and Gary announced their retirement.

The Board worked tirelessly to address members' concerns and planned for an unknown future. It was a very challenging year for both OFFMA and its members, but we survived.

7. Presentation of OFFMA's Strategic Plan

Angela Leach presented the highlights from OFFMA's new Strategic Plan. Copies were sent out to members prior to the meeting. The new Vision and Mission statements were shared with the membership.

8. Introduction of new Executive Director

Thom Wilson introduced Kevin Vallier, the new Executive Director hired by the Board. He will be starting on March 1st and will be working with Cathy and Gary to transition into the position.

9. New Business – none presented.

MOTION: Jordan McKay moved that the Annual General Meeting be adjourned.

2020-21 Board of Directors

Kristin Ego MacPhail, Ego's Greenhouses, Coldwater – *Past President*

Erin McLean, McLean Berry Farm, Lakefield – *President*

Jordan McKay, Willowtree Farm Market, Port Perry – *Vice-President*

Paul Baxter, Baxter's Kitchens – *Associate Representative*

Darlene Downey, Downey's Farm Market and Estate Winery, Caledon

Meghan Snyder, Snyder's Family Farm, Bright

Karen Whitty, Whitty's Farm and 13th Street Winery, St. Catharines

Shane Van Casteren, Nicholyn Farm, Phelpston
Thom Wilson, Spirit Tree Estate Cidery, Caledon
Karen McPhee, Elora – *OMAFRA Liaison*
Cathy Bartolic, Gormley – *Board Secretary*

ONTARIO FARM FRESH MARKETING ASSOCIATION

(Operating as "Farm Fresh Ontario")

FINANCIAL INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2021

ONTARIO FARM FRESH MARKETING ASSOCIATION

(Operating as "Farm Fresh Ontario")

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Chartered
Professional
Accountants

COMPILATION ENGAGEMENT REPORT

On the basis of information provided by management, we have compiled the statement of financial position of Ontario Farm Fresh Marketing Association as at December 31, 2021 and the statement of operations and changes in net assets for the year then ended, and the note to the financial statements, which describes the basis of accounting applied in the preparation of the compiled financial information.

Management is responsible for the accompanying financial information, including the accuracy and completeness of the underlying information used to compile it and the selection of the basis of accounting.

We performed this engagement in accordance with Canadian Standard on Related Services (CSRS) 4200, Compilation Engagements, which requires us to comply with relevant ethical requirements. Our responsibility is to assist management in the preparation of the financial information.

We did not perform an audit engagement or a review engagement, nor were we required to perform procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an audit opinion or a review conclusion, or provide any form of assurance on the financial information.

Readers are cautioned that the financial information may not be appropriate for their purposes.

A handwritten signature in black ink that reads "RLB LLP".

Guelph, Ontario
March 9, 2022

Chartered Professional Accountants
Licensed Public Accountants

ONTARIO FARM FRESH MARKETING ASSOCIATION*(Operating as "Farm Fresh Ontario")***STATEMENT OF FINANCIAL POSITION****AS AT DECEMBER 31, 2021**

	2021	2020
ASSETS		
CURRENT		
Cash	\$ 123,766	\$ 86,355
Short term investments	0	116,848
Accounts receivable	5,653	4,984
Inventory	0	12,180
Prepaid expenses	5,650	0
Government remittances receivable	<u>0</u>	<u>15,432</u>
	135,069	235,799
LONG TERM INVESTMENTS	<u>90,149</u>	<u>0</u>
	<u>\$ 225,218</u>	<u>\$ 235,799</u>
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	\$ 7,350	\$ 7,037
Government remittances payable	5,852	0
Deferred income	<u>27,087</u>	<u>0</u>
	<u>40,289</u>	<u>7,037</u>
NET ASSETS		
UNRESTRICTED FUND	<u>184,929</u>	<u>228,762</u>
	<u>\$ 225,218</u>	<u>\$ 235,799</u>

ONTARIO FARM FRESH MARKETING ASSOCIATION*(Operating as "Farm Fresh Ontario")***STATEMENT OF OPERATIONS AND CHANGES IN NET ASSETS****FOR THE YEAR ENDED DECEMBER 31, 2021**

	2021	2020
REVENUE		
Membership dues	\$ 59,040	\$ 55,937
Grant income	21,270	15,432
Investment income	18,097	0
Farmers' markets	11,941	18,025
Special events	8,588	13,755
Consulting income	7,500	0
Bus tour	6,319	4,809
Product sales	2,383	1,608
Miscellaneous	1,104	455
Bank account interest income	130	87
	<u>136,372</u>	<u>110,108</u>
EXPENSES		
Salaries	89,080	73,038
Advertising	17,584	36,606
Professional fees	13,437	235
Farmers' markets	12,524	14,507
Conferences and special events	7,852	8,918
Donations and memberships	6,114	1,799
Bus tour	5,519	1,728
Office	5,450	8,846
Insurance	4,349	3,929
Directors' expenses	2,343	201
Interest and bank charges	1,736	830
Miscellaneous	1,444	0
Bad debts	398	0
Cost of goods sold	195	1,863
Special projects	0	12,443
	<u>168,025</u>	<u>164,943</u>
LOSS FROM OPERATIONS	(31,653)	(54,835)
WRITE OFF OF OBSOLETE INVENTORY	<u>(12,180)</u>	<u>0</u>
NET LOSS for the year	(43,833)	(54,835)
UNRESTRICTED FUND, beginning of year	<u>228,762</u>	<u>283,597</u>
UNRESTRICTED FUND, end of year	<u>\$ 184,929</u>	<u>\$ 228,762</u>

ONTARIO FARM FRESH MARKETING ASSOCIATION

(Operating as "Farm Fresh Ontario")

NOTES TO THE FINANCIAL INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2021

1. BASIS OF ACCOUNTING

The basis of accounting applied in the preparation of the statement of financial position of Ontario Farm Fresh Marketing Association as at December 31, 2021, and the statement of operations for the year then ended, is the historical cost basis and reflects cash transactions with the addition of:

- a) Accounts receivable which are recorded less an allowance for doubtful accounts.
- b) Inventory is valued at the lower of cost and net realizable value.
- c) Fixed investments are recorded at cost plus accrued interest. Equity market investments are recorded at market value.
- d) Accounts payable and accrued liabilities which are recorded at cost.



Summary of Bylaw Changes 2022

Dear Farm Fresh Ontario Members:

As part of our rebranding and strategic review over the last year, the board of directors identified that we needed to update the bylaws that our association operates under. Mostly this was to update the new name and logo, but also to update some bylaws that were out of date or were not needed. Your board reviewed line by line the Farm Fresh Ontario bylaws to ensure that they are relevant, thorough and in the best interest of the board and the association's members.

In preparation for our upcoming Annual General Meeting, we wanted to provide you with a summary of the proposed changes. They include:

- Changing the organization name from "Ontario Farm Fresh Marketing Association" to "Farm Fresh Ontario"
- Removal of the Code of Ethics. It was deemed that the Code was vague and subjective in its definitions as well as the Association had no method to enforce or discipline members who were not following every point outlined in the document. The board will endeavour to develop a Values document for review and approval at the next AGM.
- Combining "Associate Memberships" and "Business Members" into one category under the name "Associate Member"
- Changing the Associate member benefits to reflect the new tiered membership options.
- Changing the name "Secretary/Manager" to "Executive Director"
- Changing the name "President" to "Board Chair"
- Changing the name "Vice President" to "Board Vice Chair"
- Removal of the regional representation mandate. While the nomination committee will endeavor to select members from all regions of the province it was felt that selecting candidates with the experience, motivation and skill set outweighed where a potential board member lived.
- The AGM will be held within the first 90 days of the fiscal year.
- All materials for discussion and approval at an AGM should be circulated to the membership 15 business days before the meeting date
- Members will be able to attend an AGM in person or by video conference.

To save time during the coming AGM, the board asks that all members review the proposed changes before the AGM. During the review of these changes we will field any questions from members and provide clarifications. Once that process is completed, we will approve the updated bylaws as one motion. If there is a specific bylaw change that requires debate, that bylaw will be voted on before the main vote to approve the new bylaws.

**BYLAW NO. 1
of the**

**Ontario Farm Fresh Marketing Association
operating as
Farm Fresh Ontario
Modified January 25, 2022**

This is a bylaw relating generally to the transaction of business of the “FARM FRESH ONTARIO”. It is to be enacted as a bylaw of Farm Fresh Ontario as follows.

Article I: Organizational name

- 1) The operating name of this Association shall be the “Farm Fresh Ontario”, hereafter referred to as FFO.

Article II: Office

- 1) The office of the Association shall be in the Province of Ontario at such place as the Board of Directors may from time to time determine.

Article III: Seal

- 1) The Association shall have an official seal.



**farm fresh
ontario**

- 2)
- 3) This shall be the corporate seal of the corporation.

Article IV: Purpose

The purpose of this corporation is to help members improve their profitability by:

- a) Encouraging networking.
- b) Representing members in matters concerning marketing legislation, and marketing issues, for the betterment of the industry as a whole.
- c) Motivating and educating members for the advancement of the entire direct farm sales industry through newsletters, educational programs (I.e. conferences, workshops, tours) & networking opportunities.
- d) Monitoring the industry through surveys consultations and international contacts
- e) Accumulating funds for the long-term viability of the corporation and for use in education, market research, promotion, membership development and administration.
- f) Providing members with publicity and other merchandising materials that will assist in promoting the sales of Ontario farm products.

Article V: Membership

Members are any persons, partnerships or corporations who are both producers and retailers of agricultural products in the Province of Ontario or those who support the purpose of the Corporation as outlined in Article IV, who make application, pay their dues and comply with the qualifications established from time-to-time by the Board of Directors and listed in Article V, shall be entitled to membership in this Association.

Full Membership Qualifications: Full members in this Association are Ontario growers who market directly, or who offer entertainment, to consumers. This marketing/entertainment can be provided through roadside market, or pick-your-own farm, or farmers' market, community supported agriculture, or entertainment farm, or agriculturally oriented festivals and special events, or value-added agricultural products, and other agritourism venues used to market directly to consumers.

2.2 Full members are entitled to:

- a) Any reports sent out by FFO.
- b) Receive all newsletters and notices.
- c) One vote per membership for motions and elections at the Annual Meeting.
- d) Attend all FFO functions.
- e) A current membership list.
- f) An article of recognition of membership.
- g) Purchase all marketing aids offered for sale by the FFO.

3.0 Associate Membership Qualifications – Associate members in this Association are persons who are in agreement with the purposes of the FFO as outlined in Article IV of the By-laws, pay their dues, and whose application for membership is accepted by the Board, but do not meet the qualifications for either a full member listed in Article V Section 2 or an Associate Member listed in Article V Section 3.

3.1 Associate Members are entitled to:

- a) Attend all Association functions.
- b) Receive all newsletters and notices.
- c) A current membership list.
- d) Sponsorship opportunities.
- e) Non-voting membership.

4.0 Retired membership Qualifications

Retired Members in this Association are persons who were active members in the Association but no longer own their business and are no longer involved in the direct farm marketing industry.

4.1 Retired Members are entitled to:

- a) Attend all association functions.
- b) Receive all newsletters and notices.
- c) An article of recognition.

d) The opportunity to sponsor special events.

Article VI: Nominations and Elections

- 1) The Past Chair will present a slate of proposed directors as required, prior to the Annual Meeting.
- 2) Nominations may also be received from the floor of the Annual Meeting, provided that such nominee is moved and seconded by a current (paid-up) member. Where only one nomination is forthcoming for a district, these nominated shall be voted on by an open vote of the membership. Where further nominations are made, the vote shall be by ballot.
- 3) Only members in good standing are entitled to stand for office, to make nominations and to vote.

Article VII: Voting of Members

- 1) Each Full member in the Corporation shall at all meetings of members be entitled to one vote and a member may vote by proxy, providing the member present in writing to the Executive Director, or an impartial 3rd party appointed by the Board, a signed letter from the member stating their agreement of proxy by the letter holder.
- 2) No member shall be entitled either in person or by proxy to vote at meetings of the corporation unless all dues and/or invoices are paid.
- 3) At all meetings of members every question shall be decided by a majority of the votes of the members present in person, or represented by proxy, unless otherwise required by the by-laws of the Corporation, or the law.
- 4) Every question shall be decided in the first instance by a show of hands unless a secret ballot is demanded by a member and seconded by another member. Upon a show of hands, every paid up membership having a voting right shall have one vote, and unless a secret ballot be demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as a prima facie proof, of the fact, without proof of the number or proportion of the votes accorded, in favor of, or against such resolution.
- 5) The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such a manner as the Chairperson shall direct and the results of the poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.
- 6) In case of an equality of votes at any general meeting, whether upon show of hands or by poll, the Chairperson shall be entitled to a second or casting vote to determine the outcome.

Article VIII: Board of Directors

- 1) The business of this Association shall be managed by a Board of nine (9) Directors. The nine (9) Directors must be residents of the province of Ontario. Eight (8) Directors must be full members and one (1) must be an associate/business member of the Association. All directors shall be elected by the full membership, at the annual membership meeting of the Corporation.
- 2) A minimum of one Director to a maximum of three Directors will be elected at each Annual Meeting for a term as outlined in Article VIII (3).

- 3) Each Director may hold office for up to two (2) consecutive 2-year terms with the option to hold office for an additional two (2) years in an executive position. Directors shall not be eligible to run for office for one year after serving their full term.
- 4) The **Past Chair** cannot stand for election for one (1) year, after serving his/her term as Past-Chair on the Board.
- 5) The **Executive Officers** of the Association shall be chosen by the Board of Directors at its first organizational meeting following its election at the Annual Meeting. The Executive Officers shall be Chair, immediate Past-Chair, Vice-Chair, and the Secretary Treasurer.
- 6) The majority of the members of the Board of Directors shall constitute a **quorum**. Meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board.
- 7) Vacancies in the Board of Directors shall be filled by a vote of the majority of the remainder of the members of the Board of Directors for the balance of the year.
- 8) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interest of the Association is served.
- 9) A Director may be removed from office when sufficient cause exists for such removal. Sufficient cause shall at the discretion of the Board of Directors, be it malfeasance, misfeasance, or absence without reason from more than 50% of the Board meetings.
- 10) The Board of Directors, after discussion, may appoint advisory non-voting members to represent organizations and agencies.
- 11) Existing Directors shall remain as such until the expiry date of their term of office unless prior to said expiry date they resign.
- 12) The remaining Directors and Officers may fill vacancies that occur among the Directors and Officers during the year, until the next Annual Meeting.
- 13) All Directors must be members of the Association in good standing.
- 14) An alternative for a meeting may be appointed by the Director upon notification to the Association by the said Director.
- 15) The executive Secretary/Treasurer shall be selected by the Board of Directors and shall not be restricted as to length of tenure of office.
- 16) Associate member 2-year term. One board member position will be an associate member. Voting member at board.

Article IX – Duties of the Officers

- 1) **Directors** – The affairs of the Corporation shall be administered by the Directors in accordance with the by-laws.
 - a) The Directors shall elect a Chair and a Vice-Chair, for a term of one but not more than two years consecutively.
 - b) Secretary/Treasurer is a non-voting member of the Board of Directors. This position shall be held by the Executive Director, unless otherwise elected by the Board of Directors and shall not be restricted as to the length of tenure of office.
 - c) The Directors shall, whenever possible, attend all Board and general meetings, to give council and advice and, wherever possible, to add strength to the Association through leadership.
 - d) Directors shall cause to be kept a complete and detailed record of all meetings, proceedings, and actions of the Board of Directors and of any committees appointed by it. A written report thereon shall be submitted to the entire membership of the Association prior to the next succeeding Board meeting.

- e) Directors shall be the liaison between the Association and its members.
- 2) The **Chair**, elected by the Board of Directors is the 1st Executive Officer of the Corporation.
- a) The Chair shall call and reside at all meetings of the association and all Directors' Meetings.
 - b) The Chair will decide all questions of order and make any suggestions deemed necessary in the interest of the Association.
 - c) The Chair shall have general and active management of the business of the Association and will serve as an ex officio member on all Committees.
 - d) The Chair will sign Meeting Minutes immediately upon confirmation (being passed by the Board of Directors). The Chair cannot hold office for more than 2 consecutive years.
- 3) The **Vice-Chair** is elected by the Board of Directors.
- a) The Vice-Chair shall perform the duties of the Chair in absence or disability of the Chair.
 - b) In the case of absence or disability of the Chair resulting in a permanent vacancy in the office of the Chair, the Board of Directors shall elect a successor for the remainder of the term of office.
- 4) The **Past-Chair** is not elected but may advise the Directors and Officers.
- a) In the event both the Chair and the Vice-Chair are absent, the Past Chair will assume the duties of the Chair.
 - b) The immediate Past-Chair shall serve on the executive during the term of the incumbent Chair.
- 5) The **Secretary Treasurer** is a non-voting member of the Board of Directors. This position shall be held by the Executive Director, unless otherwise elected by the Board of Directors and shall not be restricted as to the length of tenure of office.
- a) The Secretary Treasurer shall receive all monies belonging to the Association, issue and sign cheques for payment of authorized expenditures with at least one other authorized signature per cheque. (Authorized signatures to be: any one of the three officers, plus the Secretary Treasurer, - two signatures are required per cheque.
 - b) The Secretary Treasurer shall keep the monies of the Association in a separate bank account to the credit of the Association and present an up-to-date financial report at regular Board of Directors meeting and a final year-end report for the Annual Meeting.
 - c) The Secretary Treasurer must submit books and vouchers for an audit when instructed to do so.
 - d) The Secretary Treasurer shall make a complete and detailed record of all annual and special meeting of the membership.
 - e) The Secretary Treasurer shall give and serve all notices required by statute, by-law or resolution and shall attend to the filing and rendering of all reports required by law and these by-laws and other such reports as he/she may be directed to prepare and submit by the Chair or by the Board of Directors.
 - f) The Secretary Treasurer may be asked to furnish a bond condition for faithful performance of his/her duties as treasurer. Costs of such a bond and the cost for the audit will be paid by the Corporation.

Article X: Remuneration

- 1) Members of the Board of Directors shall serve without compensation but may be reimbursed for reasonable travel expenses in the transaction of Association business on the authority of the Board of Directors.
- 2) The Secretary Treasurer will be remunerated at the discretion of the Board.

Article XI: Committees

- 1) An **Executive Committee** may be established by the Board of Directors and shall consist of the officers of the Association.
- 2) **Special or Standing Committees** may be appointed, by the Chair or Board of Directors, as required to carry out the programs and activities of the Association.

Article XII: Meetings

- 1) The Annual or any other general meeting of the members shall be held in Ontario in person or by secure video conference as the Board of Directors may determine and on such day as said Directors shall appoint.
- 2) The Annual General Meeting (AGM) will be held within the first 90 days of the fiscal year. All materials related to the meeting, including agenda, will be circulated to all members in good standing no less than three (3) weeks before the AGM.
- 3) **Annual Meetings** of the Association shall be held each year for the purpose of conducting the election of the Corporation's Board of Directors, presentation and adoption of the Financial Report, the reading of the report of the auditors, appointing auditor(s) for the ensuing year and setting the remuneration of the auditors. The members may consider and transact any other business that may be put before the meeting.
- 4) **General Meetings** shall be left to the discretion of the Directors. No public notice or advertisement of annual, general or members meetings, shall be required, but notice of the time and place of every such meeting shall be given to each member, by written or electronic notice, at least fifteen (15) business days before the time fixed for holding such meeting.
- 5) **Special Meetings** of the membership of this Corporation may be called at any time by the Chair or by the majority of the Board of Directors or by written petition of 1/3 of the membership, whichever is less.
- 6) 10% of the total membership, which includes a majority of the Board of Directors, shall constitute a **quorum** for any business meetings.

Article XIII: Errors or Omission Notice

- 1) No error or omission in giving notice of any general or annual meeting or any adjourned meeting, whether annual or general, of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at.
- 2) For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his or her last address recorded in the books of the Corporation.

Article XIV: Indemnities of Directors

- 1) The Corporation agrees to indemnify and save harmless the directors and officers for all actions undertaken by them in good faith on behalf of the Corporation, claims, suits or

proceedings brought against them, provided that no director shall be indemnified by the Association in respect to any liability costs, charges or expenses that he/she sustains or incurs as a result of his/her fraud, dishonesty, willful neglect or willful default.

Article XV: Adjustments

- 1) Any meetings of the Corporation or of the Directors may be adjourned to any time from time to time.
- 2) Any business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place.
- 3) No notice shall be required of any adjournment.
- 4) Adjournments may be made notwithstanding that no quorum is present.

Article XVI: Dues

- 1) Membership Fees shall be determined by the Board of Directors of the Corporation.
- 2) Membership Fees are due on January 1st for the following year.

Article XVII: Fiscal Year

The Fiscal Year of the Corporation shall be January 1st – December 31st.

Article XVIII: Auditing the Corporation

- 1) When auditing the books, the auditor shall prepare a written report as to the condition in which he/she finds the books. Such a report shall be read by the treasurer at a regular meeting of the Board of Directors.
- 2) A special audit may be called at any time by resolutions of the directors, provided that this audit is approved on resolution at a regular meeting or at a meeting of the Board of Directors and the result of such audit shall be considered by the directors of such action as may be necessary.

Article XIX: Amendments

Amendments to these Bylaws may be proposed at regular or special membership meetings, providing written notice of the proposed change(s) is furnished each member at least (15) business days in advance of the meeting. All proposed rule changes must be passed by a majority of the members in good standing present and voting at the meeting.

Article XX: Change of the Bylaws

Bylaws may be amended by any General meeting of the members of the Association, provided that the Notice of such a proposed amendment has been given at the last preceding meeting or if Notice thereof is sent in writing to all members at least fifteen (15) business days before such proposed amendment is presented at a general meeting.

Article XXI: Interpretation

In these by-laws and in all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words incorporating the singular number or the masculine gender shall include the plural number and the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

