



FORT ST. JOHN FARMERS' MARKET ASSOCIATION

Incorporation No.: S0033956

Bylaws

PART 1 — INTERPRETATION

1.1 Definitions

In these Bylaws:

“Act” means the *Societies Act*, SBC 2015, c.18, as amended.

“Board” means the board of directors of the Society.

“Director” means a person elected or appointed in accordance with the Act and these Bylaws.

“Electronic Means” means any electronic system that permits participants to communicate adequately during a meeting.

“Member” means a Vendor Member in good standing.

“Vendor Member” means a voting member approved under Part 2.

“Guest Vendor” means a non-voting participant approved under Part 2.

“Society” means the Fort St. John Farmers' Market Association.

Words defined in the Act have the same meaning in these Bylaws.

PART 2 — MEMBERSHIP

2.1 Classes of Participation

The Society has:

- one class of voting membership (Vendor Members); and
- one class of non-voting participation (Guest Vendors).

2.2 Vendor Eligibility

To be eligible for Vendor Membership, an applicant must:

- Live within the Peace region of British Columbia;
- Grow, raise, make, bake, produce, or wild-harvest the products offered for sale;
- Comply with all applicable health, safety, and regulatory requirements; and
- Support the purposes of the Society.

2.3 Guest Vendors

Guest Vendors may be approved by the Board or its delegate for limited participation. Guest Vendors:

- Do not live within the Peace region;
- Do not have voting rights; and
- Must comply with all market rules and standards.

2.4 Admission, Fees, and Renewal

Membership is subject to application, approval by the Board or its delegate, and annual renewal. The Board has the discretion to set membership fees, including Vendor and Guest Vendor fees, and may adjust these fees from year to year as it considers appropriate.



2.5 Cessation of Membership

Membership ends if a Member resigns, fails to renew, is expelled in accordance with these Bylaws, or ceases to exist.



PART 3 — MEMBER RIGHTS, FEES & DISCIPLINE

3.1 Rights of Members

A Vendor Member in good standing may attend, speak, and vote at general meetings and may stand for election to the Board.

3.2 Fees

Membership fees, stall fees, and other charges are set by Board resolution or policy.

3.3 Discipline of Members

The Board may suspend or expel a Member for conduct detrimental to the Society or breach of bylaws, policies, or market rules.

Before discipline is imposed, the Board must provide written notice of the reasons and a reasonable opportunity for the Member to be heard, and must act in good faith and with procedural fairness.

PART 4 — MEETINGS OF MEMBERS

4.1 General Meetings

The Society must hold a minimum of six (6) general meetings of Members each calendar year, one of which will be the annual general meeting.

4.2 Annual General Meeting

The annual general meeting must be held in accordance with the Act.

4.3 Notice of Meetings

Notice of a general meeting must be given not less than 14 days and not more than 60 days before the meeting date.

4.4 Quorum

Quorum is the greater of:

- ten percent (10%) of voting Members; or
- ten (10) voting Members.

4.5 Electronic Participation

Members may participate by Electronic Means if all participants can communicate adequately.



PART 5 — DIRECTORS

5.1 Number of Directors

The Board consists of not fewer than six (6) Directors, but no greater than ten (10). In addition to elected Directors, the Board may, at its discretion, appoint additional Directors from time to time as it considers appropriate.

5.2 Eligibility to Serve

Only Vendor Members in good standing are eligible to be nominated, elected, or appointed as Directors.

5.3 Election and Term

Directors are elected at the annual general meeting and hold office until the close of the next annual general meeting or until their successors are elected.

5.4 Duties of Directors

Directors must act honestly and in good faith in the best interests of the Society and exercise the care, diligence, and skill of a reasonably prudent person.

5.5 Conflict of Interest

A Director with a direct or indirect material interest in a matter must disclose the interest, abstain from voting, and comply with the Act. Disclosure must be recorded in the minutes.

PART 6 — OFFICERS

6.1 Officer Positions

The officers, and their associated terms, of the Society are:

- Past President
- President
- President-Elect
- Secretary
- Treasurer

Each officer must be a Director which would be elected by the membership.

6.2 Officer Roles

a) President

The President shall:

- Serve as the chief elected officer of the Society
- Preside at meetings of the Society and Board
- Provide leadership in executing the Society's strategic priorities
- Mentor and support the President-Elect

b) President-Elect

The President-Elect shall:

- Assist the President and prepare to assume the presidency
- Undertake responsibilities or projects as assigned by the President or Board
- Become familiar with the operations, governance, and strategic direction of the Society

c) Past President

The Past President shall:

- Provide advice and continuity to the President and Board
- Support leadership transition and onboarding of new Officers
- Chair or participate in governance or nominations committees, as determined by the Board

d) Treasurer

The Treasurer shall:

- Oversee the financial affairs of the Society
- Maintain accurate financial records
- Present regular financial reports to the Board and membership
- Prepare or oversee the preparation of an annual budget

e) Secretary

The Secretary shall:

- Maintain official records of the Society
- Record and retain minutes of meetings
- Ensure proper notice of meetings is given
- Maintain governance documents and records in accordance with applicable requirements

In the event the President is unable to serve, the President-Elect shall assume the office of President for the remainder of the term.

If the office of President-Elect becomes vacant, the Board may appoint a replacement or determine an alternative succession plan in accordance with these Bylaws.



Vacancies in the offices of Treasurer or Secretary may be filled by appointment of the Board for the remainder of the term.

6.3 Officer Terms

a) President-Elect, President, and Past President

Each shall serve a one (1) year term in each role, for a total of three (3) consecutive years of service.

The term of the President-Elect shall begin at the close of the Annual General Meeting (AGM) following election.

b) Treasurer and Secretary

The Treasurer and Secretary shall each serve terms of two (2) years.

Terms shall be structured, where possible, to ensure staggered turnover and continuity in financial management and record-keeping.

c) Officers shall serve until their successors are duly elected or appointed and assume office.

6.4 Succession

To ensure continuity of leadership, the Society shall maintain a three-year presidential succession cycle consisting of the offices of President-Elect, President, and Past President:

a) An individual elected as President-Elect shall automatically succeed to the office of President at the conclusion of their term as President-Elect, and thereafter to the office of Past President.

b) The three positions of President-Elect, President, and Past President shall be held concurrently by three different individuals whenever possible, providing continuity of leadership, mentorship, and society knowledge.



6.5 Eligibility and Re-election

Officers must be members in good standing of the Society.

Individuals serving in the presidential succession cycle (President-Elect, President, Past President) shall not serve consecutive terms in the same role, except in exceptional circumstances as determined by the Board.

The Treasurer and Secretary may be eligible for re-election or reappointment, subject to any limits established by the Society.



PART 7 — BOARD MEETINGS

7.1 Director Meetings

The Board may meet as required to conduct the business of the Society.

7.2 Quorum

A majority of Directors constitutes quorum.

7.3 Voting

Each Director has one vote. Decisions are made by ordinary resolution unless otherwise required.

7.4 Written Resolutions

A resolution of the Board may be passed without a meeting if all Directors entitled to vote consent in writing.



PART 8 — RECORDS & FINANCES

8.1 Records

The Society must keep records as required by the Act.

8.2 Financial Year

The financial year of the Society is determined by the Board.



PART 9 — INDEMNIFICATION

The Society may indemnify Directors and officers to the fullest extent permitted by the Act and may purchase insurance for that purpose.



PART 10 — BYLAW AMENDMENT

These Bylaws may be altered only by Special Resolution and take effect upon filing with the Registrar.



PART 11 — DISSOLUTION

Upon dissolution, remaining assets must be distributed in accordance with the Act and must not be distributed to Members.

Adopted by Special Resolution on: __April 11, 2026__