

***Manitoba Corn Growers Association, Inc.***  
***Constitution and By-Laws***  
***Last Revised – November 2004***

**OBJECTIVES:**

1. To encourage, promote and to assist in the development of grain and silage corn, as a profitable alternative to other crops.
2. To co-operate with government departments and agencies and with industry, in efforts to develop improved management practices.
3. To encourage research and experimentation in variety improvement, and in determining and demonstrating the value of corn in Manitoba, as a grain and silage crop.
4. To co-operate in educational programs, and in facilitating exchanges of information and experiences between growers.
5. To encourage efforts to explore and develop market opportunities.

**MEMBERSHIP:**

**Active Membership:**

As of August 1998, the Manitoba Corn Growers Association, Inc.(MCGA), has been designated as the representative organization for corn producers in Manitoba, under Section 34 of the Agricultural Producers' Organization Funding Act, as described in Schedule A of the Order in Council No. 433/1998 which came into force October 1, 1998.

Therefore, any persons resident in Manitoba and engaged in the growing and selling of Corn who pays the levy as described in *Schedule A, # 4* of the Agricultural Producers' Organization Funding Act where it states, "*Every producer who produces and markets corn shall pay a fee to the Association of 1/2 of 1% of all sales of corn in Manitoba*" and has not requested a refund of the levy shall be an active member. Active Members will include all persons who have made a payment by automatic check-off under the Act within the preceding 24 months. If more than two Annual Meetings have passed since an Active Member has participated in the automatic check-off their membership shall be automatically revoked.

Any persons who produce corn for on-farm consumption will be considered an active member upon payment of a fee set by the Board of Directors.

**Associate Membership:**

Any person or firm interested in the corn industry who is not eligible for active membership may be admitted as an Associate Member with no voting privileges, upon completion of an application, payment of the prescribed annual membership fee and approval of the application by the Board of Directors.

**ANNUAL MEETING:**

An Annual Meeting shall be held in conjunction with the Annual Corn School, at a time and place designated by the Board of Directors, and of which members shall be given prior notice of at least 10 days.

## **VOTING:**

Only Active Members in good standing may vote at the Annual Meeting or at any special meeting of the members of the MCGA.

A simple majority of votes cast by Active Members present will determine questions in any meeting.

## **BOARD OF DIRECTORS:**

A Board of Directors shall be elected for a period of two years, from Active Members at the Annual Meeting, and shall consist of 11 members, one half of which shall be elected each year; and in addition the immediate past-president. The immediate past president shall be a director for one year after the expiry of his/her term.

All members of the Board shall vote on all issues and if there is a tie vote the vote shall be declared lost.

The Board of Directors shall be responsible for the management of the MCGA and for the implementation of all resolutions passed at the Annual and special meetings of members.

The President shall preside at all meetings of the directors and of the general membership and is a member of all committees. The President is responsible for the overall supervision and administration of the affairs of the MCGA and to ensure that all policies and actions approved by the membership or the Board are properly implemented.

The Vice-President shall fulfill the duties of the President when the President is temporarily absent or otherwise unable to perform the duties of the office.

Every Director or Officer of the MCGA or other person who has undertaken or is about to undertake any liability on behalf of the MCGA and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the MCGA, from and against:

- (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of their office or in respect of any such liability, except where said matter occurs due to willful neglect or default;
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

## **ELECTIONS:**

Elections shall be by ballot, or by other procedure, provided the membership grants its' unanimous consent; from nominations presented by a nominating committee appointed by the Board of Directors; and from the floor.

**FILLING VACANCIES:**

In the event that a Director resigns, or is unable or unwilling to continue active, or in the event that a full slate of officers is not elected, the vacant position(s) may be filled by appointment(s) by the remaining Board Members.

**REORGANIZATIONAL MEETING:**

At the first meeting of Directors following the Annual Meeting, a President and a Vice-President shall be elected from the Board, and Committees shall be set up as deemed necessary by the Board.

**QUORUM:**

During a meeting of the Board of Directors, a quorum shall be realized if six voting Directors are present.

**BOOKS AND RECORDS:**

The Directors shall see that all necessary books and records of the MCGA required by these by-laws or by any applicable statute or law are kept regularly and properly. All Active Members in good standing shall have a right to review these books and records at all reasonable times.

The membership shall appoint an Auditor at the Annual Meeting.

**SIGNING AUTHORITIES:**

The Board of Directors shall designate signing authorities for financial expenditures.

**BORROWING:**

The Board of Directors may from time to time:

- a) borrow money on the credit of the MCGA,
- b) issue, sell or pledge securities of the MCGA,
- c) charge, mortgage, hypothecate or pledge all of or any of the real or personal property of the MCGA, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the MCGA.

From time to time the Board of Directors may authorize any director, officer or employee of the MCGA or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the MCGA as the Board of Directors may authorize and generally to manage, transact and settle the borrowing of money by the MCGA.

**FINANCIAL YEAR:**

The financial year of the MCGA shall be from January 1<sup>st</sup> to the following December 30<sup>th</sup>.

**FINANCIAL STATUS:**

The MCGA shall carry on its operations and business without pecuniary gain to its members, and any profits or other accretions to the MCGA shall be used solely in promoting its purposes and objectives.

The MCGA may reimburse a Director or Officer for all reasonable expenses incurred in the performance of duties on behalf of the MCGA.

**RULES AND REGULATIONS:**

The Board of Directors may prescribe subsequent rules and regulations, consistent with these by-laws, as they deem expedient to the management and operation of the MCGA, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the MCGA when they shall be confirmed. If they are not confirmed they shall cease to have force and effect.

The MCGA may own fixed assets if it is for the purpose of delivering program benefits to the members in a more efficient manner. The Board of Directors should make every effort to inform the members in advance of their intentions and if practical to hold a special meeting to obtain approval.

**AMENDMENT:**

Repeal or amendment to these by-laws shall be made at the annual meeting of the MCGA by a two-thirds majority vote of the active voting members present. Notice of the proposed amendments shall be given with the usual notice of meetings as required in these by-laws.

**DISSOLUTION:**

On dissolution of the MCGA, its property and assets shall, after the payments of all liabilities, be donated for such charitable, benevolent or educational purposes as may be decided by the members of the MCGA at the Annual Meeting.