

Bylaw #2

a bylaw relating generally to the transaction of the affairs of the

Greater Toronto Area Agricultural Action Committee

Name

1. The name of this organization shall be Greater Toronto Area Agricultural Action Committee (abbreviated: GTA AAC)/Comité d'action sur l'agriculture de la région du Grand Toronto

Composition

2. The GTA AAC shall consist of fifteen (15) members:
 - a) Four members appointed by the Regional Municipalities (Durham, Halton, Peel and York),
 - b) Four members appointed by the four Regional Federations of Agriculture (Durham, Halton, Peel and York),
 - c) One member appointed by the City of Toronto,
 - d) One member appointed by the Toronto Food Policy Council,
 - e) Two members appointed by the Provincial government,
 - f) One member appointed by the Federal government, and
 - g) Two members-at-large appointed by the GTA AAC from diverse agri-food related sectors (processors, retailers, food service, restaurants, agri-tourism, education, consumers, etc.).
3. The four Regional Chairs and the Mayor of Toronto shall be ex officio members without a vote save and except when they replace the appointee of their municipalities they shall have a vote.
4. Members shall serve until their replacements are appointed.
5. Members shall serve terms determined by the organization appointing them.
6. Members-at large serve a four-year term.
7. If a member is routinely absent from Committee meetings (four consecutive meetings); he or she will be contacted to determine their continued interest in the work of the committee.

Alternates

8. Alternates are appointed in the same manner as members.
9. Alternates are invited to attend all meetings of the GTA AAC.
10. When a member is absent, the alternate from the same organization or sector can vote.

Advisors

11. A representative from the GTA Caucus of the Regional Planning Commissioners shall be invited to attend meetings as an advisor.
12. Representatives from the economic development staff of the City of Toronto and from the regional municipalities shall be invited to attend meetings as advisors.

Executive Committee

13. The GTA AAC Executive Committee shall consist of five (5) members:
 - a) The chair,
 - b) The vice-chairs and
 - c) Two others, elected from the membership.
14. The Executive Committee has and may exercise, between meetings of the GTA AAC, all of the powers of the GTA AAC in the management of the day-to-day affairs of the organization. It does not have the authority to amend the terms of reference, bylaws, governance policies or the budget.

Officers

15. The GTA AAC shall elect a Chair, a First Vice-chair and a second Vice-chair.
16. The Chair shall preside over the meetings of the Committee and the Executive Committee.
17. The Chair shall be the spokesperson and co-ordinate the presentation of the Committee's position to the GTA AAC members and other stakeholders.
18. The First Vice-chair shall assume the authority and perform all the duties of the Chair in the absence of the Chair.
19. Similarly, the Second Vice-chair shall assume the authority and perform all the duties of the Chair in the absence of the Chair and the First Vice-chair.

Quorum

20. A majority of the members or voting alternates constitutes a quorum.
21. If a vacancy occurs and a new member has not been appointed, that position on the committee does not need to be counted to determine quorum.

Indemnities to Committee Members and Others

22. Every director or officer of the GTA AAC or other person who has undertaken or is about to undertake any liability on behalf of the GTA AAC shall at all times, be indemnified and saved harmless out of the funds of the GTA AAC, 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 his or her office or in respect of any such liability;
 - b) all other costs, charges and expenses which such director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

Executive Director

23. The GTA AAC may, from time to time, appoint an Executive Director who shall attend all meetings of the GTA AAC but shall not be entitled to vote.
24. The Executive Director shall be a non-voting member of the Executive Committee and may be a non-voting member of other committees from time to time established by the GTA AAC .

25. The GTA AAC may authorize the Executive Director to administer the day-to-day business of the GTA AAC, to act on its behalf and to be indemnified as provided by Article 22.
26. The Executive Director shall act as an advisor to the GTA AAC and the Executive Committee.
27. The Executive Director shall be responsible for the effective and efficient management of the GTA AAC, for its day-to-day activities, and for the achievement of the GTA AAC's mission and objectives.

Nominating Committee

28. The GTA AAC shall appoint a Nominating Committee of three (3) members:
 - c) One of the members appointed by the Regions,
 - d) One of the members appointed by the Federations of Agriculture and
 - e) One of the other members.
29. The Nominating Committee works with the member organizations to prepare nominations when there are vacancies or terms have expired. They will encourage the nomination of members and alternates:
 - a) From a diversity of backgrounds,
 - b) With knowledge of agriculture, food and related countryside issues and
 - c) With time to attend meetings.
30. The Nominating Committee prepares a slate of nominations for members-at-large for each Annual Meeting.

Annual Meeting

31. The Annual Meeting of the GTA AAC shall be held within three months of the end of the Financial Year.
32. The Annual Meeting shall include the following:
 - a) Elect the Chair, First Vice-chair, Second Vice-chair and the other members of the Executive Committee.
 - b) Adopt the Annual Report summarizing the activities completed in the previous year.
 - c) Receive the auditors report on the Financial Statements of the previous year.
 - d) Adopt the Financial Statements of the previous year.
 - e) Appoint auditors for the Financial Statements of the current year.
 - f) Adopt a budget for the current Financial Year.
 - g) Adopt a business plan for the current Financial Year.
 - h) Make decisions re the bylaws of the GTA AAC.

Amendment of Bylaws

33. The bylaws of the GTA AAC may be repealed or amended by bylaw enacted by a majority of the members at a meeting of the GTA AAC and sanctioned by an affirmative vote of a majority of the members at an Annual Meeting or a meeting duly called for the purpose of considering the bylaw.

Adopted
GTA Agricultural Action Committee
November 29, 2006