



**By-Laws  
Of the  
Manitoba Forage and Grassland Association**

## **ARTICLE I – NAME:**

The name of this organization shall be “Manitoba Forage and Grassland Association” incorporated under the Corporations Act of Manitoba

## **ARTICLE II – DEFINITION,**

### **2.01 DEFINITION**

The Manitoba Forage and Grassland Association (MFGA) is a non-profit, “umbrella” organization comprised of producers, organizations, associations, corporations, industries and government agencies which are in accord with the aims and objectives of MFGA and interested in and concerned about forage and grasslands.

In this by-law of the Manitoba Forage and Grasslands Association, unless the context otherwise requires:

- 1.1 The singular means the plural,
- 1.2 The masculine gender includes the feminine,
- 1.3 MFGA means the Manitoba Forage and Grasslands Association,
- 1.4 Board means the Board of Directors,
- 1.5 Director/Board Member means a person on the MFGA board.
- 1.6 Member is set out in Article V
- 1.7 Ex-officio member means a Board member without voting privileges.
- 1.8 Officers can include the Chair, Past Chair, Vice-Chair, and Finance Chair
- 1.9 The Executive Committee can include the Executive Director, Chair, Past-Chair, Vice-Chair, and Finance Chair.

## **ARTICLE III - HEAD OFFICE:**

The registered office of the Association shall be C/O 145 Edstan Place, Selkirk, MB R1A 2E8

## **ARTICLE IV – VISION, MISSION AND GUIDING PRINCIPLES:**

4.01 Vision: Vibrant, sustainable grasslands and forage crops that contribute positively to healthy, diverse, sustainable communities of plants, animals and humans living together in harmony on the various landscapes.

4.02 Mission: To promote the advantages of forages and grasslands and their good management for the benefit of producers, the environment and society.

4.03 Guiding Principles:

1. To provide a forum for communication of information, ideas, philosophies and research results and a means whereby such contributions may be shared.
2. To initiate and support the implementation of programs and policies that benefit forages and grasslands for producers, industry and society
3. To promote forages as a prime resource from cultivated and natural grassland for the efficient production of feed, food and fiber products and other societal benefits.

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4. To promote forages and grassland for ecological goods and services such as soil health, carbon sequestration and water conservation, for their aesthetic values and for the rehabilitation of land.
5. To disseminate information about forage science, technology, production techniques, and economic and environmental information.
6. To encourage agri-business for optimum production and utilization of forages and grasslands.
7. To co-operate and partner with other like-mind organizations.

#### **ARTICLE V – MEMBERSHIP AND ELIGIBILITY:**

5.01 MFGA identifies the following supporter levels to be eligible for membership to the MFGA:

- a) A Platinum supporter, Gold Supporter, Silver Supporter or a Bronze Supporter allows the individual and/or the organization to designate, one representative per supporter category to be eligible to be a member of MFGA and thereby allowed one vote,
- b) Producer supporter/member will be considered to be a supporter and be allowed one vote.
- c) Student member (high school, enrolled student at a recognized University or Community College) enrolled in a program related to agriculture and/or environment are welcome and will have a vote ONLY if they are over the age of 18, a Canadian citizen and reside in the province of Manitoba.

5.02 Annual Dues/Supporter and Eligibility to Vote:

- a) The Board shall collect annual dues from Supporters. The amount is to be determined annually by the Board.
- b) All Supporter fees are due within 60 days after MFGA's year end of March 31. Once annual Supporter dues are paid there are no additional dues for membership.
- c) The amount for each board member will be aligned with the various Supporter levels and be the individual choice of the board member. A minimum producer level financial commitment is required by all board members.
- d) The level of support does not dictate or influence number of votes. Supporters shall be entitled to one vote per their declared level of support at the Annual General Meeting and/or Special Meetings.
- e) The Ex-officio Supporters are not entitled to vote at the Annual General Meeting, Special Meetings or Board Meetings.
- f) Student membership is set by the MFGA board on an annual basis and student members are eligible to vote if over the age of 18 and they reside in the province of Manitoba and are a Canadian citizen.
- g) All those who are deemed voting members/supporters must be a Canadian citizen living in the province of Manitoba.
- h) All Supporter Fees dues are deemed non-refundable.

5.03 Admission as a Member:

Admission as a member to the MFGA is subject to the Board of Directors approval.

5.04 Resignation of Membership:

- a) Any Supporter may resign from the MFGA as a member by sending a notice (an email or a written letter) to the Chair and Executive Director of the association.
- b) A member/supporter who has not paid the annual Supporter dues within three months following their due date, the Supporter/Member is considered to have submitted their resignation.

5.05 Suspension/Removal or Termination of Membership:

- a) Upon recommendation of the Board of Directors, a supporter may be suspended and/or removed from the organization by two-thirds of the membership at an Annual General Meeting or a Special Meeting.
- b) No portion of the Supporter Dues are refundable to the supporter resigning, being suspended and/or removed from the organization.
- c) Any individual, supporter, associate supporter and/or student member shall cease to be a member of the MFGA:
  - i. On delivering a resignation to the Chair and /or Executive Director
  - ii. On being suspended and/or removed by vote of the membership.

5.06 Rights and Obligations of Members/Supporters:

- a) Every supporter of the MFGA is entitled to attend any annual general meeting, or special meeting and is entitled to one vote per supporter/individual/student if over the age of 18, a resident of the province of Manitoba and a Canadian citizen.
- b) The Board of Directors may consider individuals from the body of supporters and or individual supporters to participate in any Ad Hoc/Task Force MFGA committees.

**Article VI: MEETINGS of MEMBERS/Supporters:**

6.0 Annual General Meeting:

6.01 An Annual General Meeting of the Manitoba Forage and Grasslands Association (MFGA) is recommended to be held within four to six months after the organization's fiscal year end.

6.02 Notice shall be given to the members by means of individual notices and/or electronic group notices at least 21 days prior to the meeting.

6.03 The Chair and/or Vice-Chair must be present in order to allow for the Annual General Meeting to be held.

6.04 At each Annual General Meeting of the MFGA, the following items of business shall be dealt with:

- a) Minutes of the preceding Annual General Meeting,

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- b) Receiving the report of the MFGA Chair and the Executive Director,
- c) Review of the organization's financial statement,
- d) Appointment of the Auditors,
- e) Approval/amendments of a change in the organization's By-laws.

#### 6.05 Election of Members /Supporters to the Board:

- a) The Board Governance Committee will present a slate of board members for the incoming year to the board prior to the Annual General Meeting for approval,
- b) The Board of Directors for the incoming year will be presented at the Annual General Meeting, by the MFGA Chair for approval by the supporting membership.
- c) No nominations from the floor will be allowed.

#### 6.06 Quorum at AGM:

A quorum at an MFGA Annual General Meeting of the Supporters will be fifty (50) per cent plus one of the current MFGA Board of Directors.

#### 6.07 Election of Officers:

The Election of the MFGA Officers to the Board for the next organizational year will take place immediately following the Annual General Meeting, at a meeting of the MFGA Board of Directors.

#### 6.08 Special Meetings:

A Special General Meeting of the MFGA may be called by the Chair as and when considered necessary, or by three (3) members of the Executive Committee, or upon the written request of ten (10) supporters (any of the levels) of the MFGA who are paid supporters and in good standing.

#### 6.09 Quorum at Special Meetings:

A quorum at an MFGA Special Meeting will be fifty (50) per cent plus one of the current MFGA Board of Directors.

#### 6.10 Notice of Special Meeting:

The notice of a special meeting to the members shall be given 21 days in advance and telephone or electronic notice is acceptable mode of notice.

#### 6.11 Voting at Annual General Meetings and Special Meetings

- a) The Chair of the MFGA who presides over the Annual Meeting and any special meeting has no vote and in the case of a tie vote, the motion is deemed lost or void.
- b) Each paid supporter member as outlined in Article V will be entitled to one vote.
- c) No proxy voting shall be allowed.
- d) Voting shall be by a show of hands, unless a request for a secret ballot. Five voting members must request a ballot vote.

## Article VII Board of Directors:

### 7.01 Powers of the Board

- a) The Board shall have the responsibility of governance and management of the MFGA, including its assets, all funds, intellectual property, and the management and control of its affairs and business.
- b) The Board following the recommendation of the Executive Committee will appoint an Executive Director on a full-time and/or part time basis.
- c) The Board may employ persons as may be necessary to carry out specific programs and perform any duties as required by the Board.
- d) The Board shall be responsible for formulating and executing all policies of the MFGA in accordance with the objectives or other directions as will best serve the interest of the Association.
- e) The MFGA Chair in consultation and approval from the Board of Directors shall have the power to appoint committees as either ad hoc and/or task force committees to give assistance and support to the organization.
- f) The Board of Directors shall receive no remuneration for their work other than for out of pocket expenses such as travel costs and as identified by the MFGA policies.

### 7.02 Composition of the Board:

The Board of Directors shall consist of a minimum of nine elected voting board members to a maximum of fifteen elected voting board members.

The Board of Directors shall include:

- a) A maximum of seven (7) producer members at large,
- b) A maximum of four (4) producers appointed from the following commodity producer groups/associations: Dairy Farmers of Manitoba, Manitoba Beef Producers, Manitoba Sheep Association and Manitoba Hay Exporters.
- c) Other Commodity Groups/Associations may express interest to be considered and at that time, will be invited to present/appear before the board to evaluate/consider/approve appropriate additions.
- d) Ex-officio board members may include the following as approved by the Board of Directors;
  - i. Faculty of Agriculture and Food Science – University of Manitoba,
  - ii. Manitoba Agriculture, Province of Manitoba and
  - iii. Agriculture and Agri-Food Canada, Government of Canada, and
  - iv. Conservation interests such as Ducks Unlimited.

As an ex-officio board member, each of these representatives will not be entitled to vote or hold voting privileges on the board. They may serve on MFGA committees.

### 7.03 Eligibility:

Each MFGA Board Director elected shall be:

- a) At least 18 years of age,
- b) A resident of Manitoba and a Canadian citizen,
- c) Not be an undischarged bankrupt,
- d) Expected to select one level of support, and contribute annually in order to be a board member,
- e) A member in good standing of the organization, and

- f) Not hold a paid position with the organization and not enter into a contract for services with the MFGA.

7.04 Selection of Directors/Board Member:

- a) The selection of the seven producer member/supporters will be through the MFGA Board Governance Committee,
- b) Producers' members/supporters may be recommended by other members of the board to the Board Governance Committee.
- c) A total of four (4) producers will be appointed from the following commodity producer groups/associations: Dairy Farmers of Manitoba, Manitoba Beef Producers, Manitoba Sheep Association and Manitoba Hay Exporters.
- d) All members selected by the Board Governance Committee will be presented and approved by the MFGA Board of Directors prior to the Annual General Meeting, and
- e) The MFGA board reserves the right to approve or disapprove the appointments.

7.05 Terms of Office:

- a) **The term of office of each Director/Board producer member shall be three (3) years, with an option of continuing for a second three year term to a maximum of six (6) years.**  
**Previous bylaw: Each Director/Board Producer member shall be two (2) years, with an option of continuing for a second two year term to a maximum of four (4) years.**
- b) The term of office for each Director/Board member representing the identified commodity group/ associations identified by MFGA will be two (2) years, the director representative can be reinstated for a second term of two (2) years, to a maximum of four (4) years at which time the individual member from each of these organizations must step off and a new member representing any one of the four organizations must be appointed.
- c) After the completion of a Director's term(s) of office, he or she may be a candidate for election to the Board but only after an absence of one (1) year following the completion of his or her term unless the Regular Members, at a general meeting, decide that the circumstances are such that in a particular case the said one (1) year period of absence should be lifted.
- d) If a Director is elected Chair of the MFGA Board for a term of office that would cause his or her term as a Director to be exceeded, then his or her term of office as a Director shall be extended accordingly, therefore the term ends at the same time as his or her term of office as Past Chair OR a total of three years (two (2) years as Chair and one (1) year as Past Chair), at which time he/she will resign from the board.
- e) The MFGA Board reserves the right to have a Past Chair.
- f) If a Director from one of the identified commodity groups/associations is elected Chair of the MFGA that organization may appoint a member representative to the MFGA board – following approval from the MFGA board. The newly appointed person will serve a one (1) two-year term capacity.

7.06 Vacancy on the Board:

- a) Should a vacancy occur within one of the seven producer representatives to the MFGA Board of Directors, the Board Governance committee will recommend a producer replacement from the producer-level supporters to the MFGA Board. The MFGA Board must approve the nominated member.
- b) The new member will serve out the remainder of the term of the vacancy. He/she may be eligible to be a Director up to the maximum of six (6) years.

- c) If a vacancy occurs within one of the approved commodity groups/associations, the MFGA Board Governance Committee Chair will contact the organization to ask for a replacement.
- d) The replacement will serve out the remainder of the term. He/she may be eligible to continue as a Director up a maximum of four (4) years.

#### 7.07 Removal of a Board Member:

- a) If the board, by a 2/3 vote of the board, determines that any Director (one of seven producer supporters or an appointed member from one of the four groups/associations) is in violation of these by-laws or any other rules of the MFGA, that Director shall be expelled from the MFGA Board.
- b) A Director may be removed due to repeated absences from meetings of the Board of Directors except for reasons of sickness or inclement weather, or approval of the Board. Following unapproved absences from three (3) consecutive Board meetings, the Director will be removed automatically and subsequently advised of the removal by the Board Governance Committee Chair.

#### 7.08 Board Meetings:

- a) The MFGA Board will meet a minimum of three (3) times a year of which at least once will be in person. The remainder of meetings may be held via conference call or web based communications.
- b) A meeting of the MFGA Board of Directors or a Committee of the Directors may be held by such means as telephone, electronic or other communication facilities with the condition that all directors may participate by such means and that a Director participating in such a meeting by such means is deemed to be present at the meeting.
- c) The voting or approval of motions may be done during conference call meetings and at times when a special request for a vote by email/electronically. The motion must be passed per MFGA Board quorum via the conference call and/or electronic media.
- d) Minutes of the MFGA Board meeting shall be made available one (1) week after said board meeting and again one (1) week prior to next meeting.
- e) The MFGA Board agenda will be made available to all MFGA Board of Directors no less than five (5) to seven (7) days prior to each regular board meeting.
- f) A board meeting quorum is 50% plus one of the Board of Directors.
- g) Ex-officio members shall not be included in the determination of quorum. In the event of the Chair, the Vice-Chair and/or the Executive Director being absent a quorum is not met.
- h) Each Director except ex-officio Directors will have one vote at all Board of Directors meetings. Votes are not transferable and are made in person, and
- i) The Chair does not vote, and in case of a tie, the tie vote is deemed a No or Null vote.

#### **ARTICLE VIII – DISCLOSURE OF CONFLICT OF INTEREST:**

This applies to all MFGA Officers and Board of Directors and any appointed or Ad Hoc/Task Force committee members.

Each individual named in this section shall disclose to the MFGA at the earliest possible opportunity:

8.01 Any personal interest which he/she may have in any matter to be decided by the organization,

8.02 His/her affiliation with any organization, be it ownership, management, employment or otherwise with whom the MFGA deals with or may deal, and which he/she will receive personal gain from,



8.03 Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in a meeting of the Board,

8.04 Shall not in any way before, after or during the meeting influence the voting of any such question, and

8.05 All declarations of interest shall be recorded in the minutes of the said meeting.

#### **ARTICLE IX – DUTIES OF DIRECTORS:**

9.01 The Officers and Committee members of the Board shall conduct themselves within the policies of the MFGA as set out by the MFGA board.

9.02. No individual Director shall have any authority to act on behalf of the board in the transaction of the affairs of the MFGA except as outlined in the By-laws and/or by approval of the MFGA board, and

9.03 Each Director of the board is expected to sit on one Committee of the MFGA organization.

#### **ARTICLE X - OFFICERS:**

10.01 The Officers of the MFGA shall consist of the Chairperson, the Past Chair, Vice-Chairperson, and Finance Chair. The MFGA Board reserves the right to determine if a Past Chair remains as part of the Board, the Officers and the Executive Committee

**New bylaw: 10.02: All MFGA Board Directors must have served one year on the MFGA board prior to being eligible to be elected to any MFGA Officers positions.**

10.03 The Officers shall be elected annually at a board meeting immediately following the MFGA Annual General Meeting.

10.04 The Chair will be elected for a two year term and the Vice-Chair for a two year term. The Vice-Chair will assume responsibility of Chair following the ending of the current Chair's term.

10.05 The Past-Chair will remain for one year following his/her term of office of Chair at which time he/she will step away from the board. There may be a term or time when no Past Chair exists as part of the MFGA Officers of the Board.

10.06 The Executive Committee will be comprised of the Chair, Past-Chair, Vice-Chair, Finance Chair and the Executive Director. They will be charged with carrying out the duties of the directors between meetings of the directors.

#### **ARTICLE XI - DUTIES OF OFFICERS:**

11.01 Duties of the Chair:

The Chair will:

- a) Preside at all meetings, including the Annual General Meeting, Special Meetings and Board Meetings of the MFGA.
- b) Provide leadership to the Board and to the Executive Director,
- c) Supervises the affairs and operations of the board, including appointment of any committees per the approval of the MFGA Board of Directors.

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- d) Liaise with the officers of the MFGA,
- e) Acts as signing authority/officer of the MFGA,
- f) Work with Executive Director and Executive of the MFGA in developing the board agenda,
- g) Promotes the organization within the province and beyond if required,
- h) Speak on behalf of the board as requested and invited,
- i) Acts as the signing authority for the Executive Director's personnel matters,
- j) Ensures there is a process of evaluation for Board members and the board as a whole,
- k) Performs other such functions normally associated with the office of the Chair.
- l) Shall be an ex-officio member of all committees and shall freely consult with and advise the other Officers of the MFGA in or about the performance of their duties.
- m) The Chair has no decision making authority other than that described in the board policies, or that may be specifically assigned by the Board.

#### 11.02 Duties of the Past Chair:

If the MFGA Board deems the need for a past chair:

The Past-Chair will

- a) Provide support to the Chair, Vice-Chair and Finance Chair only as requested by the Executive Committee.
- b) As directed by the Chair, the Past Chair provides support as requested to committees and/or other items of importance to the MFGA Board.

#### 11.03 Duties of the Vice-Chair:

The Vice-Chair will

- a) In the absence of the Chair perform the duties of the Chair and report back to the Chair,
- b) Works with the Chair, Executive Officers and the Executive Director in development of the board agenda,
- c) Perform other duties as assigned by the Chair and/or the Board.
- d) As part of the overall succession to the MFGA Board the Vice-Chair position is such that he/she assumes responsibility of the Chair,
- e) Serves as Chair of the Board Governance Committee.

#### 11.04 Duties of the Finance Chair:

The Finance Chair will:

- a) Preside over the Finance and Audit Committee and cause that committee to carry out the mandate assigned to the position and reporting to the MFGA Board.  
Works with the Executive Director and the MFGA Finance staff lead in developing a yearly budget based on the supporters, strategic plan and annual work plan.

### **ARTICLE XII – STANDING COMMITTEES:**

The MFGA Board from time to time will determine the Terms of Reference for each committee. No committee shall pledge the credit of the MFGA, commit to the expenditure of money or to policies, acts or engagements, except as specifically authorized by the board.

#### 12.01 Executive Committee:

The Executive Committee is chaired by the Board Chair and is comprised of the officers of the MFGA and the Executive Director (as a non-voting member).

The Executive Committee will be responsible for:

- a) Recruitment and selection of the Executive Director
- b) Providing general guidance to the Executive Director with the Chair being the main connect to the Executive Director,
- c) Conducting an annual review of the Executive Director,
- d) Reporting to the Board concerning the Executive Director's performance,
- e) Responding to crises between board meetings,
- f) Leading the MFGA strategic planning and seeing the strategic plan is addressed on a regular yearly basis of the Board,
- g) Developing an annual work plan for the Board, per the strategic plan
- h) Providing support and recommendations to the Governance Committee on the structure and functioning of the Board.
- i) Assisting the Chair in managing conflicts and complaints concerning Directors.

#### 12.02 Board Governance Committee:

There shall be a Board Governance Committee appointed by the Board composed of not fewer than three directors and committee chair shall be the Vice-Chair. This committee can make no decisions.

The Governance Committee will be responsible for:

- a) Consultation with other MFGA Board members, the vetting and recruitment of new board members to the MFGA Board of Directors,
- b) To bring the slate of new board members to the MFGA Board of Directors for approval,
- c) Reviewing the by-laws and policies of the MFGA Board prior to the organization's year end and makes any recommendations of changes to the Board,
- d) Auditing compliance to the MFGA bylaws
- e) Monitoring attendance of the Board members, and if members are not present or absent in attendance informs the said member and the Board Chair,
- f) Ensuring all new board members receive orientation, support and continuing education for all MFGA Board members.
- g) The Board Governance Committee may from time to time engage outside members for consultation relating to the bylaws, policies and other issues associated with the ongoing governance of the organization.
- h) The Chair and the Executive Director will serve as ex-officio members to this committee.

#### 12.03 Finance and Audit Committee

The Finance and Audit Committee will be appointed by the Board consisting of a minimum of three Directors and the committee Chair shall be the Finance Chair. Note the committee may appoint members from outside the board to provide insight and knowledge to this committee, with the approval of the MFGA board.

The Finance and Audit Committee will be responsible for:

- a) Reviewing and recommending annual operating budgets, in compliance with the MFGA work plans, presented by MFGA staff including any staff compensation to the board,

- b) Working with the Executive Director and staff recommend any policies related to financial administration, capital expenditures and/or assets,
- c) Reviewing the annual audit statements with the auditors,
- d) Recommending appointment of the auditor,
- e) Reviewing any risk and risk management procedures that may impact the MFGA organization.
- f) Making recommendations to the MFGA Board in any of these matters.
- g) The Executive Director and Finance Officer are an integral part of this committee. They have no voting power.
- h) The Chair is an ex-officio member of this committee.

**ARTICLE XII – OTHER COMMITTEES:** (Known as Special Committees/Ad Hoc or Task Force Committees)

The MFGA Chair and Board of Directors may appoint other committees to act in any capacity as specified by the Board. No special/ad hoc or task force committee shall pledge the credit of the MFGA, commit to the expenditure of money or to policies, acts or engagements, except as specifically authorized by the MFGA Chair and Board of Directors.

- a) The Committee chair of these committees will be a MFGA Board member.
- b) Committee members may be those from the MFGA board, Ex-officio board members, the MFGA supporters and/or outside of the MFGA board that can bring expertise to the committee dependent upon the skills and knowledge required.
- c) The Committee will operate for a specific period of time addressing a specific issue in relation to the MFGA organization. Committees may be considered as a standing committee if appropriate areas covered and necessary i.e. Fund exploration and project development committee,
- d) The MFGA Chair and Executive Director are to be included as members of all Special/Ad Hoc or Task Force Committees,
- e) Terms of Reference will be developed for all Special/Ad Hoc or Task Force Committees.

**ARTICLE XIV – EXECUTIVE DIRECTOR:**

The Executive Director will:

- a) Answer directly to the Board Chair and not each individual board member,
- b) Have the central responsibility for all MFGA staff, contractors, the day to day administration and operational functions of the MFGA,
- c) Be accountable to the board for the proper and legal conduct of the business of the Corporation,
- d) Act as signing officer of the company, and
- e) Act as an ex-officio member of all standing committees and ad hoc or task force committees.

**ARTICLE XV – INDEMNIFICATION to DIRECTORS and STAFF:**

15.01 Each Director, Officer or employee of the MFGA, former Director, Officer or employee of the MFGA and his heirs and legal representatives, shall be indemnified by the MFGA against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal, or administrative action or proceeding to which he is made a part by reason of being or having been a Director, Officer or employee of the MFGA provided he acted honestly and in good faith with a view to the best interest of the MFGA

15.02 The MFGA may purchase and maintain insurance for the benefit of any person referred to in paragraph 15.01.

**ARTICLE XVI- FISCAL YEAR:**

The fiscal year of the organization will be March 31.

**ARTICLE XVII- EXECUTION OF DOCUMENTS:**

16.01 Contracts, documents or any instruments in writing requiring the signature of the MFGA may be signed by any two of the following: The Chair; Vice-Chair; Finance Chair; and all contract documents and instruments in writing so signed, shall be binding upon the MFGA without any further authorization or formality. The Board shall have the power, from time to time, by resolution to appoint any Officer of Officers or employees or any person or persons on behalf of the MFGA, either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

**ARTICLE XVIII – SIGNING AUTHORITY:**

The signing authority of the organization will be the Chair, the Vice-Chair, Finance Chair, Executive Director and/or the Administrative Officer. Two signatures are required on all cheques.

**ARTICLE XXIV – BOOKS and RECORDS:**

The Directors shall see all necessary books and records of the MFGA required by the By-laws of the MFGA or by any applicable statute or law are regularly and properly kept.

**ARTICLE XX – AUDITORS:**

The auditors shall be appointed at each annual general meeting of the MFGA. The remuneration of the auditors shall be approved by the MFGA Board.

**ARTICLE XXI – RULES OF ORDER:**

The organization will operate under Robert’s Rules of Order.

**ARTICLE XXII – BYLAW REVISIONS:**

22.01 These Bylaws are to be reviewed yearly prior to the organization’s fiscal year end by the Board Governance Committee and brought to the Board of Directors for final review,

22.02 These Bylaws may be amended at an Annual General Meeting provided twenty-one (21) days’ notice is given to the membership.

22.03 All previous by-laws of the MFGA are repealed.

Passed by the Manitoba Forage and Grasslands Association (MFGA) on this 26th day of November 2018.

\_\_\_\_\_
Chair

\_\_\_\_\_
Vice-Chair