



## JUNIOR FARMERS' ASSOCIATION OF ONTARIO

### CONSTITUTION BY-LAWS

#### **ARTICLE I – NAME AND TITLES**

The organization will be formally called the “Junior Farmers' Association of Ontario” or “JFAO,” and in these by-laws is referred to as “JFAO.”

A “club” is any youth group in the province of Ontario, Canada recognized by JFAO.

A “county” is any club or group of clubs within a county, district, regional municipality or at the University of Guelph.

A “member” is any individual holding paid membership in JFAO through joining a recognized club.

A “Provincial Director” is the member representative of a club elected to the Board of Directors that governs JFAO.

An “Additional Representative” is a member elected at large to serve as an official liaison between JFAO and a designated related external organization.

#### **ARTICLE II – PURPOSE**

##### **Section 1**

JFAO provides opportunities for young people of all backgrounds, but especially those in rural Ontario, to take on the challenge of exploring their individual talents and potential to develop personally while being involved in improving their communities, networking, and having fun.

##### **Section 2**

Members are guided by the motto “Building Leaders. Building Communities.”, the mission “to build rural leaders through personal growth, travel, experiences and community betterment.”, and the vision “our vision is for rural youth to connect, build, and develop leaders for strong communities”, as they conduct positive social and educational activities which satisfy their personal needs and interests while conducting service projects which support the needs of their community.

### **Section 3**

Programs and opportunities provided by JFAO and its affiliated clubs help to develop in members a sense of social and environmental responsibility, the ability to provide effective leadership, and an awareness of good citizenship within the community and world around them.

### **Section 4**

a) JFAO serves as the means through which the mission and principles may be developed and maintained throughout Ontario.

b) JFAO provides coordination and leadership to clubs and opportunities to network through a variety of interclub competitions, activities, and exchanges. JFAO gives future leaders a voice in related organizations and the chance to become leaders of today while maintaining a connection with our roots.

## **ARTICLE III – AFFILIATION**

### **Section 1**

Any group may show its desire to become affiliated with JFAO by paying membership fees for each one of its individual members as prescribed in Article IV and presenting a list of officers to JFAO.

### **Section 2**

Clubs will run activities throughout the year, following the JFAO:

Motto: “Building Leaders. Building Communities.”

Mission: “to build rural leaders through personal growth, travel, experiences and community betterment.”

Vision: “our vision is for rural youth to connect, build, and develop leaders for strong communities”

### **Section 3**

To be affiliated with JFAO, each year each club is required to:

- a) submit a current club photo, labeled with members’ names and executive positions, to be used for archiving purposes.
- b) complete at least one community betterment project.
- c) complete at least two of:

- ii. a joint JF/Youth activity
  - iii. a conservation project, or
  - iv. an agricultural education activity,
- d) have at least one event reported on by television, radio or print media.
- e) submit a minimum of five photos taken during different projects or activities.
- f) (Optional) submit one article (newspaper clipping, photo, or facts) about a past club in the area for archiving purposes.
- g) have a meeting or part of a meeting on:
  - i. the structure and purpose of JFAO.
  - ii. effective club & meeting procedures.
- h) submit a copy of the official minutes from two club meetings.

#### **Section 4**

To be eligible for the full voting rights of affiliation, each club must:

- a) forward the written reports on the requirements specified in Section 3 to the Policies and Procedures Committee as specified during Membership Month.
- b) have its annual financial statement examined by a person who is not a member. The financial statement must be submitted to the JFAO Finance Committee when requested.

#### **Section 5**

Clubs will cooperate in the carrying out of activities and projects approved by the JFAO Board of Directors.

## **ARTICLE IV – MEMBERSHIP**

### **Section 1**

A membership card or current year sticker will be issued to each member, providing that member has reached 15 years of age and not exceeded 29 years of age by January 1 of the current year.

### **Section 2**

- a) Memberships are effective from date of attainment to the conclusion of March Conference the following year.
- b) All club members must be paid members of JFAO. Clubs may choose to offer their own associate memberships to members of other clubs or to retired alumni only, on the understanding they are not covered by provincial insurance unless recruited as volunteers.

### **Section 3**

- a) The price of membership will be determined by the Board of Directors each November.
- b) Membership fees will be discounted for returning members during the month of January, which will be known as Membership Month, by an amount determined by the Board of Directors.
- c) First year members will receive a new member's rate for the entire year, as determined by the Board of Directors.

### **Section 4**

Membership fees will be accepted at any time during the year from new clubs and clubs who have additional members wishing to join.

### **Section 5**

Membership fees will not be accepted from clubs affiliated in the previous year who did not meet the affiliation requirements as outlined in Article III, Section 3 without approval by the Board of Directors.

## **ARTICLE V – BOARD OF DIRECTORS AND ITS DUTIES AND**

### **POWERS Section 1**

- a) Voting members of the Board of Directors will be the Provincial Directors and Executive Directors.
- b) Provincial Directors from clubs who have not completed the affiliation requirements within the past year will not be eligible to vote until all requirements are completed as specified in Article III.

### **Section 2**

- a) Each club will annually elect from its membership a Provincial Director who will take office one day following ratification by the membership at the JFAO Annual General meeting.
- b) Clubs within a county may choose to elect one Provincial Director to sit on the Board of Directors on their collective behalf.

### **Section 3**

- a) Each Provincial Director will assist with JFAO programs by promoting and organizing involvement within their own county, and as requested to by committees of JFAO as soon as they are aware of them.
- b) In the event a Provincial Director cannot properly fulfill the duties of the term of office, the JFAO President will request that club appoint a new Provincial Director.

### **Section 4**

The Board of Directors will meet at least five times over the course of each year to oversee the operation of JFAO and provide direction for the executive and employees.

### **Section 5**

- a) Provincial Directors or a club approved alternate will attend all meetings of the Board of Directors.

- b) Both the outgoing and incoming Provincial Directors (or substitutes) should attend the JFAO Annual General Meeting. A past president will install the Board into office during the annual banquet following its ratification at the JFAO Annual General Meeting.

## **Section 6**

The Board of Directors has the power to refuse any affiliated or non-affiliated group or individual permission to use logos containing the provincial JF logo or crest, the titles JFAO, JF, "Junior Farmer Member", "Junior Farmer Club" or "Junior Farmers' Association", where that affiliated group or individual is not acting in the best interest of JFAO.

## **Section 7**

The Board of Directors, with the approval of the Executive Committee, may delegate its powers to any committee with full power to act provided that any action taken as a result is confirmed at the next Board of Directors meeting.

# **ARTICLE VI – EXECUTIVE COMMITTEE AND ITS DUTIES AND POWERS**

## **Section 1**

The Executive Committee has the power to act on behalf of the Board of Directors in any business which may arise between meetings of the Board of Directors.

## **Section 2**

Voting members of the Executive Committee will be the President and seven Executive Directors.

## **Section 3**

The Officers of JFAO will be the President, Past President, and Executive Director of Finance.

## **Section 4 - President**

- a. The term of this office will be one year and a person holding this office will not be re-elected.
- b. The President will perform all the duties usually pertaining to this office and ensure the bylaws and policies of JFAO are followed. The President will be an ex-officio member of all committees, and chair the Awards & Recognition committee and the Nominations & Resolutions Committee.

- c. The president in consultation with the executive will be the official voice of JFAO.

## **Section 5 - Past President**

- a. If the President is absent or unable to act, the President's duties will be carried out by the Past President & vice versa.
- b. If the office of President becomes vacant the Past President will automatically assume the role of Acting President in addition to their normal duties until the next Annual General Meeting.
- c. The Past President will chair all Board of Directors meetings including the Annual General Meeting. It will be the duty of the Past President to be at all JFAO meetings and also chair the Operations, Policies and Procedures Committee, the Executive Committee, and act as executive liaison to the Competitive Events Committee.

## **Section 6 - Executive Directors**

- a) Executive Directors will be elected for a one-year term and may be re-elected.
- b) It will be the duty of the Executive Directors and Zone Directors to be at all meetings of JFAO and perform all duties referred to in their job descriptions, including overseeing their respective committees.
- c) The Executive Director of Finance will oversee all financial aspects of JFAO, including preparation and maintenance of the yearly budget, ensuring records are kept of all financial transactions, and maintenance of the JFAO databases. They will chair the Finance Committee.
- d) The Executive Director of Communication will be responsible for the overall internal & external marketing of JFAO, including publications for members, alumni, external stakeholders, and partners. They will be consulted by the Board and committees on all communication and marketing related to JFAO, and chair any committee established with a focus on communications.

- e) The Executive Director of Programming will be responsible for overseeing all JFAO programing, including personal/leadership development and agricultural programing. They will chair any committee established with a focus on Programing.
- f) The Executive Director of Community and International Programs (CIP) will be responsible in overseeing the JFAO Exchange program, Century Farm Sign program, Gate Sign program, and additional programs that allow JFAO to connect with communities within Ontario and abroad. The Executive Director of Community and International Programs would also be responsible for collaborating with the Ontario Federation of Agriculture and 4-H Ontario and other similar organizations. They will chair any committee established with a focus on community.
- g) One Zone Director will be elected from each of the three JFAO zones. Zone Directors will work with clubs within their zone to ensure effective communication is occurring between the province and the local clubs. The Zone Directors will also share a portfolio with an elected named Executive Director. Duties of the Zone Directors will rotate annually, as dictated by policy

## **Section 7 – Removal of an Executive Director**

- a) In the event two or more members of the board of directors have reason to believe an executive director is not fulfilling the duties of his/her role, they will submit a list of specific deficiencies in confidence to the chair of the board of directors no later than one month prior to the next board meeting. The chair will immediately discuss those deficiencies in a constructive manner with the executive director in question.
- b) The director may immediately submit a letter of resignation to the chair, upon which notice will be given to all clubs of a by-election at the next meeting, or the director will agree to work to resolve the issues before the next meeting of the board.
- c) A 2/3 majority vote of the board on a motion to remove a director from office is required.
- d) Any executive director removed by a 2/3 majority vote will be ineligible to stand for re-election to the executive for six months following the vote.



## **Section 8 – JFAO Office**

- a) The JFAO Office will keep records of business transacted at all meetings of the Executive Committee, the Board of Directors, and all committees, and will also keep a copy of all official correspondence.
- b) Employees will remain in office at the discretion of the Executive Committee and Board of Directors.

## **ARTICLE VII – ADDITIONAL REPRESENTATIVES**

### **Section 1**

- a) At each Annual General Meeting designated Additional Representatives will be elected for one year terms and may be re-elected:
  - i. Ontario Federation of Agriculture (Agricultural Awareness)
  - ii. 4-H Ontario (Members' Programs)
  - iii. Social Media (Public Relations)
- b) The timing of the start and end of the term for specific positions will be determined in consultation with the external organization.

### **Section 2**

Additional Representatives will report to the executive liaison of the committee most relevant to their organization.

## **ARTICLE VIII – ELIGIBILITY**

### **Section 1**

- a) To be eligible to become the President one must have been a member in good standing for a minimum of three years and have shown involvement at the provincial level.

- b) To be eligible to become an Executive Director one must have been a member in good standing for a minimum of two years and have shown involvement at the provincial level.

## **Section 2**

- a) Provided it has met the requirements outlined in Article III within the past year, each affiliated club will be represented by a Provincial Director who will make nominations and vote for the Executive Committee and additional representatives. That person or a substitute must have attended 60% of designated JFAO functions and Board of Directors meetings in the previous year, and been present for two-thirds of the time as recorded in the minutes.
- b) If a Provincial Director or alternate cannot attend the required number of Board of Directors meetings and designated JFAO functions or Standing Committee meetings, the eligibility of that person will be at the discretion of the Officers.
- c) An Executive Director must have attended 75% of designated JFAO functions, Board of Directors Meetings, and Executive Committee meetings in the previous year and been present for two-thirds of the time as recorded in the minutes to be eligible for and to be able to nominate and vote in elections.
- d) Designated JFAO functions will be programs where Provincial Director support may be necessary. They will be designated at the first meeting of the Board of Directors following the Annual General Meeting.

## **Section 3**

- a) Anyone who has been a member in good standing at least one year is eligible to be a designated Additional Representative.
- b) To be eligible to stand for re-election, designated additional representatives must attend or submit a report to 75% of JFAO Board of Directors meetings and attend two-thirds of the meetings required of them by the organization they liaison with as recorded in the minutes.

- c) A member may hold only one additional Representative or Executive position at a time.

## **ARTICLE IX – PROCEDURE IN ELECTING THE EXECUTIVE COMMITTEE & ADDITIONAL REPRESENTATIVES**

### **Section 1**

- a) For the election of the President, Executive Directors, and Additional Representatives, the Chairperson will be the Past President of JFAO.
- b) The nomination period will open following the first board meeting of the calendar year. Nominations will be accepted from eligible voting members of the outgoing Board of Directors. Once the nominator has met the eligibility requirements specified in Article VIII, nominations may be made by informing the Chairperson of the name of the candidate for each position.
- c) Upon request, a current list of eligible members as specified in Article VIII will be approved by the chair and made available by the JFAO Office to nominators at any time during the nomination period.

### **Section 2**

- a) All nominees will be reviewed by the Chairperson or designate who will confirm their eligibility prior to voting, and the nominator allowed to nominate a new candidate should their original choice be ineligible or decline to stand.
- b) The Chair will make available the names of candidates confirmed to date beginning March 1st. Nominations will continue to be accepted until the Friday before the AGM.
- c) The final list of nominees for each position will be read out and posted during the Annual General Meeting. Up to five additional eligible nominations will be accepted vocally from the floor of the AGM, but must be seconded by a current member of the board of directors.
- d) Voting will be by secret ballot from the floor. Any candidate or someone acting on their behalf may make a three minute speech before the voting takes place.

### **Section 3**

- a) Should there be five or more candidates standing for any position, subsequent ballots will be taken, and the two receiving the fewest votes after each ballot will be eliminated.
- b) In any other case, subsequent ballots will be taken, each time eliminating from the ballot the person's name who receives the fewest votes, until one candidate receives a majority of the ballots.
- c) If a tie occurs in the voting between the final two candidates, the Chairperson will break the tie.
- d) At no time will there be an announcement of the number of votes received by a candidate on any ballot.
- e) In the event only one person stands for election, that person must be ratified by a 2/3 majority vote of the eligible members of the outgoing Board of Directors as specified in Article VIII.

### **Section 4**

If the new President or any Executive Director is an incoming Provincial Director, that club will select a new Provincial Director and inform JFAO as soon as possible. The Past President may not serve as a Provincial Director during their term.

### **Section 5**

The retiring President will be confirmed as Past President. After holding the office of Past President for one year, a person will be eligible to stand for election as an executive director after at least one additional year has passed, on the condition that no one else is standing for the position after a first round of nominations.

### **Section 6**

If a vacancy occurs in the Executive Committee or in an Additional Representative position, notice will be given to all clubs, and an eligible member, as designated in Article VIII, will be elected at the next meeting of the Board of Directors to fill the vacancy.

## **ARTICLE X – ANNUAL GENERAL**

### **MEETING Section 1**

The Annual General Meeting will be open to all JFAO members, and will be held in March each year as determined by the Executive Committee, to receive reports of Officers and committees relating to the ongoing activities & management of JFAO and to consider resolutions.

### **Section 2**

- a) Clubs will endeavour to send members as delegates to the Annual General Meeting of JFAO.
- b) Each club will be allotted a number of delegates who have the right to vote at the Annual General Meeting. This number may be altered yearly by the Policies & Procedures Committee based on the membership totals in each club.

### **Section 3**

The Annual General Meeting of clubs and counties will be held during November, December or January in order to maintain a standard program year throughout JFAO.

## **ARTICLE XI – QUORUM**

### **Section 1**

Fifty per cent plus one (50% +1) of the voting members of the Board of Directors will constitute quorum at any meeting of the Board of Directors.

### **Section 2**

Two thirds (2/3) of the voting members of the Executive Committee will constitute a quorum at any Executive Committee meeting.

### **Section 3**

Two thirds (2/3) of the voting delegates will constitute a quorum at the Annual General Meeting.

## **ARTICLE XII – COMMITTEES**

### **Section 1**

- a) JFAO programs and activities may be organized and run by Standing Committees appointed by the Executive Committee and the Board of Directors. Standing Committees

include Members' Programs, Awards & Recognition, Travel & Hospitality, Public Relations, Agricultural Awareness, Competitive Events, Finance, Fundraising, Operations, Policies and Procedures, and Nominations & Resolutions. Ad hoc committees will be specifically appointed to oversee individual projects or events when appropriate.

- b) All Standing Committees will consist of a chairperson and at least two other members.
- c) All JFAO members are eligible to be members of a committee.
- d) Members of the Board of Directors will also serve as Standing Committee members.
- e) To be eligible to become a Standing Committee Chairperson, a member must have one year's experience as a member of a Standing Committee.

## **ARTICLE XIII – INSURANCE**

### **Section 1**

Payment of membership fees will provide members with liability insurance coverage under JFAO's insurance policy.

### **Section 2**

Members of new clubs will be insured during their start up year once their membership fees are received.

## **ARTICLE XIV – ACCOUNTS AND FINANCE**

### **Section 1**

All funds will be kept in a Chartered Bank or Credit Union in the JFAO name and all accounts will be paid by cheque issued using the JFAO name and signed by any two of the President, Past President or Executive Director of Finance.

## **Section 2**

JFAO may accept grants or any other financial assistance from appropriate outside sources for the purpose of carrying on projects, the running of JFAO, or for other purposes deemed advisable by the Executive Committee.

## **Section 3**

No member will take advantage of any undue personal financial gain from the operation of JFAO programs. All profits earned or received will be used to improve JFAO programs and operation or for charitable purpose.

## **Section 4**

If JFAO is required to cease operation any assets will be given to a charitable organization as outlined by the Canada Revenue Agency, after payment of any debts and obligations.

## **Section 6**

The terms and conditions of the JFAO 50th Anniversary Endowment Fund will be outlined in the fund's Memorandum of Understanding, attached to this constitution as Appendix A.

## **Section 7**

- a) For further clarity, interest may only be removed or borrowed from the JFAO 50th Anniversary Endowment Fund with a 2/3 majority vote by the Board of Directors, except in the case that JFAO ceases operation.
- b) No amount of principal may be removed from the fund.

# **ARTICLE XV – AUDIT**

## **Section 1**

An auditor who is not a member will be appointed annually at the Annual General Meeting by the Board of Directors.

## **Section 2**

The financial records of JFAO will be examined at the end of each financial year and verification of this examination will be included with the year-end financial statement presented at the Annual General Meeting.

## **Section 3**

The financial year of JFAO will be January 1 to December 31 inclusive.

## **ARTICLE XVI – RESOLUTIONS**

### **Section 1**

Business to be discussed or acted upon by JFAO will be forwarded in the form of resolutions from clubs to the JFAO Office and will be considered by the Resolutions Committee and the Executive Committee within one month or by delegates to the Annual General Meeting.

### **Section 2**

Resolutions not considered by the Resolutions Committee to be in the best interest of JFAO or its work may still be presented from the floor at the Annual General Meeting by the club who forwarded the resolutions.

### **Section 3**

The Resolutions Committee, without changing the meaning, may reword a resolution or combine resolutions of a similar nature.

### **Section 4**

Once passed, each resolution will be forwarded to the next meeting of the appropriate committee or to the Board of Directors for discussion.

## **ARTICLE XVII – GEOGRAPHICAL DIVISIONS**

### **Section 1**

The counties, districts and regional municipalities of the Province of Ontario, and the University of Guelph will be grouped to form Zones as follows:

West: Essex, Chatham-Kent, Lambton, Elgin, Middlesex, Huron, Bruce, Oxford, Perth, Waterloo, Wellington, Grey, Dufferin

Central: Brant, Niagara, Hamilton (Wentworth), Halton, Norfolk, Peel, Toronto, York, Simcoe, Durham, Muskoka, Haldimand, Northumberland, Kawartha Lakes, Peterborough, Haliburton, Parry Sound, Manitoulin, Sudbury, Algoma, Thunder Bay, Rainy River, Kenora.

East: Prescott & Russell, Stormont, Dundas, Glengarry, Leeds & Grenville, Ottawa (Carleton), Lanark, Renfrew, Frontenac, Lennox & Addington, Hastings, Prince Edward, Nipissing, Timiskaming, Cochrane



## **Section 2**

Zones may establish a constitution and organize as they see fit independent of JFAO for the purpose of coordinating regional activities and the election of zone officers.

## **ARTICLE XVIII – INTERPRETATION**

### **Section 1**

On any question of interpretation of By-Laws, the Executive Committee with the advice of the Operations, Policies and Procedures Committee will be empowered to make a decision.

### **Section 2**

The practical day to day operation of JFAO as laid out in these by-laws will be clarified further in the JFAO Policies and Procedures or other specified documents. In any conflict, these by-laws will take precedence until a vote is held at the next Annual General Meeting.

## **ARTICLE XIX – AMENDMENTS**

### **Section 1**

- a) These by-laws may be amended at the JFAO Annual General Meeting by a two thirds (2/3) majority vote of the delegates present provided the proposed amendment has been submitted in writing to the JFAO Office before the first Board of Directors meeting of the year, and to each member of the Board of Directors at least one month prior to the Annual General Meeting at which it will be considered.
- b) Prior to presentation at the Annual General Meeting, the Policies and Procedures committee reserves the right to rephrase and group similar amendments together for consistency and better organization, provided the intent is not altered.

### **Section 2**

All approved amendments to these by-laws will be effective immediately. Amendments will be voted on prior to the elections at the Annual General Meeting.

### **Amended:**

17/2/59 24/3/59 19/4/61 5/4/65 1/3/66 7/3/67 21/3/69 14/3/70 20/3/71 17/3/72 22/3/74 18/3/77 17/3/78 16/3/79 14/3/80  
27/3/81 19/3/82 18/3/83 16/3/84 22/3/85 14/3/86 13/3/87 17/3/89 15/3/90 16/3/91 20/3/92 19/3/93 11/3/94 18/3/95 22/3/96  
21/3/97 20/3/98 19/3/99 24/3/00 24/3/01 22/3/02 14/3/03 18/3/05 24/3/06 23/3/07 28/3/08 27/3/09 26/3/10 25/3/11 27/3/15  
23/3/18 23/3/19

## **APPENDIX A:**



### **JUNIOR FARMERS' ASSOCIATION OF ONTARIO**

#### **50th Anniversary Endowment Fund Memorandum of Understanding**

#### **Purpose of the 50th Anniversary Endowment Fund:**

To establish a financial resource base that will provide an annual income to assist JFAO in enhancing the mission statement: to build rural leaders through personal growth, travel, experiences and community betterment. The financial resource base (principal) will be composed of donations from past and present JF members, sponsors, and clubs/counties. JFAO will administer the funds donated to the JFAO 50th Anniversary Endowment Fund, hereafter referred to as the “endowment.”

#### **1. Management of the Endowment**

- a) The endowment shall be invested by JFAO and/or its appointed representatives. The investment strategy shall be reviewed annually at the fiscal year end by the JFAO executive.
- b) A minimum of 20 percent of the annual interest income from the endowment fund will be reinvested each year; this percentage will be determined each year at fiscal year-end by the JFAO executive.

#### **2. Use of the Interest Income**

- a) The interest income generated by the endowment will be used to assist JFAO in fulfilling the mission statement, to build rural leaders through personal growth, travel, experiences and community betterment.
- b) If JFAO ceases to exist, the interest of the endowment will be designated to foster leadership training in rural Ontario, in a manner determined by the final JFAO executive. The endowment and interest income will continue to carry the JFAO name upon the termination of the association.

#### **3. Financial Report**

Financial information regarding the endowment will be published in JFAO’s annual report.