Notice of Proposed ByLaw Changes April 17, 2018

The board of directors of AgScape will be presenting the below amendments to our bylaws to our membership at the annual general meeting (AGM) scheduled for May 3, 2018 (link to register for meeting). We encourage all members to read the proposed change and participate in voting either by attending the AGM or by assigning a proxy vote to an attending member. (Proxy Form Link)

Below are the current bylaws with the proposed amendments. For ease of comparison, the proposed changes are noted in red.

CURRENT BYLAW:

4.0 DIRECTORS

4.03 QUALIFICATION

Each director shall:

i. Be at least eighteen (18) years of age;

ii. Not be an undischarged bankrupt nor a mentally incompetent person;

iii. Be qualified by terms of section 8.05;

iv. The corporate director shall qualify as a director only as long as the corporation is, or becomes, within ten days, a member of the organization and thereafter remains throughout the term. If during a term of office, it becomes necessary for the corporation to replace their representative to the organization who was present when the corporation was first elected to the board, the corporation will submit to the chair (or his/her delegate) the name and pertinent background information of their proposed representative for approval or rejection by a majority of the remaining directors on the board. If the proposed representative is rejected by the board, the corporation has the option to submit a second proposal or resign its seat on the board. If two successive proposed representatives are rejected by the board, the corporate seat will be considered vacant.

v. The community director must hold an Individual membership at the time or within 10 days of his/her election and remain a member of the organization throughout his/her term.

If a person ceases to meet these qualifications, he/she thereupon ceases to be a director, and the vacancy so created may be filled by the manner prescribed by section 4.04.
PROPOSED AMMENDMENT:

iv. The corporate director shall qualify as a director only as long as the corporation is, or becomes within 30 days, a member of the organization and thereafter remains throughout the term. If during a term of office, it becomes necessary for the corporation to replace their representative to the organization who was present when the corporation was first elected to the board, the corporation will submit to the chair (or his/her delegate) the name and pertinent background information of their proposed representative for approval or rejection by a majority of the remaining directors on the board. If the proposed representative is rejected by the board, the corporation has the option to submit a second proposal or resign its seat on the board. If two successive proposed representatives are rejected by the board, the corporate seat will be considered vacant.

v. The community director must hold an Individual membership at the time or within 30 days of his election and remain a member of the organization throughout his term.

CURRENT BYLAW:

8.14 Voting by Members.

Unless otherwise required by the bylaws of the organization, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote and present at that meeting. In the case of an equality of votes, the chair presiding at the meeting has a deciding vote.

Proposed Change

8.14 Voting by Members.

Unless otherwise required by the bylaws of the organization, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote either in person or electronically submitted in advance of the meeting. In the case of an equality of votes, the chair presiding at the meeting has a deciding vote.
CURRENT BY-LAW

8.16 Voting Method.

At all meetings of members, every question shall be decided by an appropriate
communication method unless otherwise required by a bylaw of the organization or
unless a poll is required by the chair or requested by any member entitled to vote.
Every member entitled to vote, or proxy holder for a member entitled to vote,
participating in the meeting shall have one vote. Whenever a vote has been taken upon
a question, unless a poll is requested, a declaration by the chair that a resolution has
been carried or lost by a particular majority and an entry to that effect in the minutes of
the organization is conclusive evidence of the fact without proof of the number or
proportion of votes recorded in favour of or against the motion.

Proposed Change

8.16 Voting Method.

Every member entitled to vote, or proxy holder for a member entitled to vote, shall
have one vote.

The method of voting shall at all times be a show of hands or open poll if by phone,
email or advance electronic voting, unless a secret ballot is deemed necessary by
those present.

If a meeting of the members is held in whole or in part by teleconference, video
conference, or other electronic methods, then notice shall be given by posting to the
website at least 14 days prior to the commencement of the meeting of all particulars
pertaining to the vote and voting procedure policy.

Electronic voting on any member issue to include; filling vacant board seats,
approving year end financials and /or to vote on any bylaws, can be done in advance
of the member meeting following all protocols as set out by the nomination committee.

For the election of officers or board members a secret ballot either in person, by proxy,
by email polling or using a published electronic format voting shall be used based
upon the election procedures deemed appropriate by the nomination committee.

Whenever a vote has been taken upon a question, unless a poll is requested, a
declaration by the chair that a resolution has been carried or lost by a particular
majority and an entry to that effect in the minutes of the organization is conclusive
evidence of the fact without proof of the number or proportion of votes recorded in
favour of or against the motion.