

Manitoba Forage and Grassland Association Inc.



By-Laws

UPDATED Fall 2026

ARTICLE I – NAME:

The name of this Corporation is “Manitoba Forage and Grassland Association Inc.” The Corporation is incorporated under *The Corporations Act* of Manitoba by its Articles.

ARTICLE II – DEFINITIONS

2.01 DEFINITIONS

The Corporation is a non-share corporation which operates subject to its Articles and by-laws.

In this by-law of the Corporation, unless the context otherwise requires:

- 1.1 The singular means the plural,
- 1.2 The masculine gender includes the feminine,
- 1.3 “Act” means *The Corporations Act* of Manitoba and any Act that may be substituted therefor, as from to time amended;
- 1.4 “Annual General Meeting” means the annual general meeting of the Corporation;
- 1.5 “Articles” means collectively the articles of incorporation of the Corporation dated August 14, 1990 as amended by articles of amendment dated August 1, 2013 and December 11, 2025, and as may be further amended and restated;
- 1.6 “Board” means the board of directors of the Corporation,
- 1.7 “Corporation” or “MFGA” means the Manitoba Forage and Grassland Association Inc.,
- 1.8 “Director” means a person on the MFGA Board.
- 1.9 “Executive Director” means the person who is an employee of the MFGA approved by the Board to be the person responsible for the day-to-day operations of MFGA.
- 1.10 “Executive Committee” means the Standing Committee described in paragraph 9.04 below.
- 1.11 “meeting of members” includes the Annual General Meeting of members and special meetings of members;
- 1.12 “member” means a person who has been accepted into the membership of the Corporation as set out in Article V.
- 1.13 “Officers” means the Chair, Past Chair, Vice-Chair, and Finance Chair.

ARTICLE III - REGISTERED OFFICE:

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

ARTICLE IV – MFGA Membership:

4.01 Membership Eligibility

Membership shall be open to each individual who:

- a) Is 18 years of age or over and a Canadian Citizen;
- b) Pays the required membership fee to the Corporation; and
- c) Supports the purposes and activities of the Corporation.

4.02 Admission to Membership

All persons who support the Corporation’s activities by attending the Corporation’s annual conference, or otherwise apply for membership, and are approved by a majority decision of the board shall be made members of the Corporation.

4.03 Classes of Members:

There shall be only one class of membership in the Corporation, and each member of the Corporation shall be entitled to one vote per member at all meetings of members of the Corporation.

4.04 Membership Fees/Dues:

MFGA Membership Fees will be set yearly by the Board.

4.05 Resignation of Membership:

Any MFGA member may resign as a member by sending a notice to the Chair and Executive Director of the Corporation.

4.06 Suspension/Expulsion or Termination of Membership:

- a) An individual shall cease to be a MFGA member:
 - by resignation in writing in accordance with paragraph 4.05,
 - upon their death,
 - upon failure to pay membership dues within the membership due date, and
 - on being expelled by the membership from the Corporation.
- b) Upon recommendation of the Board, a member may be suspended and/or expelled from the Corporation by two-thirds of the membership, provided a notice to expel the member has been circulated to the membership at least 21 days prior to the designated meeting. A MFGA member recommended for suspension/expulsion will have the opportunity to address the meeting of members where suspension/expulsion from the membership is being considered.
- c) No portion of Membership Fees are refundable to the member resigning, being suspended and/or expelled from the Corporation.

ARTICLE V – MEETINGS OF THE MEMBERS:

5.0 Annual General Meeting:

5.01 The Annual General Meeting shall be held no later than six months after the Corporation's fiscal year end. 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,
- b) Receiving the report of the MFGA Chair and the Executive Director,
- c) Review of the Corporation's financial statement,
- d) Appointment of the Auditors,
- e) Election of the Board, in accordance with the By-laws, and
- f) Approval/amendments of any changes in the Corporation's By-laws.

5.02 Special Meetings of Members:

A special meeting of members 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 no less than five (5%) percent of the members of the MFGA.

5.03 Notice of Meetings:

Written notice of the time and place of each meeting of members shall be given in the manner provided in paragraph 20.01 hereof not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and to each member. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

5.04 Quorum at Meetings of Members:

A quorum at a meeting of members will be fifty (50) per cent plus one of the members who are the current Directors, provided that one of those present must be the Chair or the Vice-Chair. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 20.01 with regard to notice shall apply to such adjournment.

5.05 Election of Members to the Board:

A slate of nominees for Directors will be presented at the Annual General Meeting, by the MFGA Chair.

5.06 Voting at Meetings of Members

- a) The Chair, or in his or her absence the Vice-Chair, shall be the chair of any meetings of the members of the Corporation. The chair who presides over the meeting has no vote.
- b) Every question shall, unless otherwise required by the articles or by-laws or by law, be determined by the majority of the votes cast on the question. In the case of a tie vote, the motion is deemed lost or void.
- c) No proxy voting shall be allowed.
- d) Voting shall be by a show of hands unless there is a request for a secret ballot. Five members must request a ballot vote.

5.07 Electronic Voting: In order to accommodate attendance of members, a member may participate in an annual meeting or special meeting of the members by means of such conference telephone or by other electronic means that permit members to communicate adequately and securely with each other, and a member participating in such a meeting by such means is deemed to be present at the meeting for all purposes, including quorum and voting. A means of electronic voting, including submission by email, shall be acceptable. Where the board determines that it is advisable to do so, any annual meeting or special meeting of the members may be held entirely by such conference telephone or other electronic means.

Article VI Board of Directors:

6.01 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 from time to time will invite guests who can provide resource information and/or knowledge to the Board in relation to MFGA's purposes, activities and/or projects.
- e) 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 MFGA.
- f) The Chair in consultation and approval from the Board shall have the power to appoint committees as either ad hoc and/or task force committees to give assistance and support to the Corporation.

- g) The directors of the Corporation shall serve as directors without remuneration, and no director shall directly or indirectly receive any profit from their position as a director; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

6.02 Composition of the Board:

The Board shall consist of a minimum of nine (9) to a maximum of fifteen (15) Directors.

The Board shall include:

- a) A minimum of six (6) members at large,
- b) A maximum of four (4) members nominated by the following commodity producer groups/associations: Dairy Farmers of Manitoba, Manitoba Beef Producers, Manitoba Bison Association, and Manitoba Sheep Association.
- 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.

6.03 Eligibility:

Each Director shall be:

- a) A member of the Corporation;
- b) A resident of Manitoba,
- c) Not be an undischarged bankrupt,
- d) Not hold a paid position with nor enter into a contract for services with the MFGA.

6.04 Selection of Directors:

- a) The recommendation of the minimum nine (9) members at large will be made by the Executive Committee.
- b) Producer members may be recommended by other Directors to the Executive Committee.
- c) A total of four (4) producers will be nominated by the following commodity producer groups/associations: Dairy Farmers of Manitoba, Manitoba Beef Producers, Manitoba Bison Association, and Manitoba Sheep Association.
- d) All nominees selected by the Executive Committee will be presented and approved by the MFGA Board of Directors for recommendation to the members at the Annual General Meeting prior to the Annual General Meeting, and
- e) The MFGA board reserves the right to approve or disapprove any nominee.
- f) Candidates for election to the Board identified between Annual General Meetings, due to recruitment efforts at the Annual General Meeting or otherwise, may be invited by the Board to attend meetings of the Board as guests, and participate in Board meetings in a non-voting capacity, before they are added to the slate and formally elected by the members at the next following Annual General Meeting.

6.05 Terms of Office:

- a) Subject to paragraph b) below, the term of office of each Director shall be three (3) years, with an option to be re-elected for a second three (3) year term to a maximum of six (6) years.
- b) For greater certainty, the term of office for each Director nominated by an approved commodity group/associations will be as set out in a) above, at which time the Director must step off and a new member representing the nominating commodity group/ association be nominated.
- 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 members decide that the circumstances are such that in a particular case the said one (1) year period of absence should be lifted.

6.06 Vacancy on the Board:

- a) Subject to paragraph c) below, should a vacancy occur within one of the members elected to the Board, the Executive Committee shall recommend a replacement member to the Board. The Board must approve the nominated member, at which point they shall become a Director.
- b) The new Director will serve out the remainder of the term of the vacancy. He/she may be eligible to be re-elected as a Director up to the maximum of six (6) years.
- c) If a vacancy occurs within one of the approved commodity groups/associations nominees, the Chair will contact the organization to ask for a replacement. The Board must approve the nominated member, at which point they shall become a director.
- d) The replacement Director will serve out the remainder of the term of the vacancy.

6.07 Removal of a Director:

- a) If the Board, by a two-thirds (2/3) vote of the Board, determines that any Director is in violation of these by-laws or any other rules of the MFGA, or has died or been found to be mentally incompetent and no longer able to fulfil their obligations, that Director shall be removed from the Board.
- b) A Director may be removed due to repeated absences from meetings of the Board 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 Chair.

6.08 Board Meetings:

- a) The Board will meet a minimum of three (3) times a year. Meetings may be held via conference call or web-based communications, provided that at least one meeting will be in person.
- b) In order to accommodate attendance, a director or a member of a committee may participate in a meeting by means of such conference telephone or by other electronic means that permit directors or members of the committee to communicate adequately and securely with each other, and a person participating in such a meeting by such means is deemed to be present at the meeting for all purposes, including quorum and voting. A means of electronic voting, including submission by email, shall be acceptable. Where the board determines that it is advisable to do so, any meeting of the Board may be held entirely by such conference telephone or other electronic means.
- c) Minutes of Board meetings shall be made available one (1) week after said Board meeting and again one (1) week prior to next meeting.
- d) The Board agenda will be made available to all Directors no less than five (5) to seven (7) days prior to each regular Board meeting.
- e) A Board meeting quorum is 50% plus one of the Directors, provided that one of those present must be the Chair or the Vice-Chair.
- f) The Chair, or in his or her absence the Vice-Chair, shall be the chair of any meetings of the Board. The chair who presides over the meeting has no vote.
- g) Each Director, except the chair of the meeting, will have one vote at all Board meetings. Proxy voting is not permitted.
- h) Every question shall, unless otherwise required by the articles or by-laws or by law, be determined by the majority of the votes cast on the question. In the case of a tie vote, the

motion is deemed lost or void. The Executive Director shall be invited to present at Board meetings, but is not a director and, for greater certainty, shall not be entitled to vote.

6.09 Resolution in Lieu of Meeting:

A resolution in writing, signed by all of the directors entitled to vote thereon at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first of the directors signed the resolution. Such a resolution may be signed in any number of counterparts, including by way of e-mail or facsimile transmission, and all of such counterparts when taken together shall constitute one and the same resolution.

6.10 Director Emeritus

The title of Director Emeritus is an honorary title bestowed by the Board, from time to time, on a retiring or former member of the Board to recognize their particular contributions. For greater certainty, a person with this title is not a Director, and has no decision-making power, voting rights, or legal duties or obligations to the Corporation.

ARTICLE VII – DISCLOSURE OF CONFLICT OF INTEREST:

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

7.01 Each Director, Officer, or member of any Committee, including Ad Hoc/Task Force Committees, shall disclose to the MFGA at the earliest possible opportunity:

- a) Any personal interest which he/she may have in any matter to be decided by the Corporation,
- b) 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,
- c) Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in a meeting of the Board or the Committee, including Ad Hoc/Task Force Committees,
- d) Shall not in any way before, after or during the meeting influence the voting of any such question, and
- e) All declarations of interest shall be recorded in the minutes of the said meeting.

ARTICLE VIII – DUTIES OF DIRECTORS:

8.01 The Directors, Officers and members of any Committee, including Ad Hoc/Task Force Committees shall conduct themselves within the policies of the MFGA as set out by the Board.

8.02 No 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 Board in advance.

8.03 Each Director is expected to sit on one Committee of the Corporation.

ARTICLE IX - OFFICERS:

10.01 The Officers of the MFGA shall consist of the Chair, the Past Chair, Vice-Chair, and Finance Chair, provided however that the Board reserves the right to decline to name a Past Chair as an Officer or part of the Executive Committee.

9.02 All Directors must have served one year on the Board prior to being eligible to be elected to any Officers positions.

9.03 The Officers shall be elected annually at a Board meeting immediately following the MFGA Annual General Meeting. The Board may remove at its pleasure any Officer of the Corporation without prejudice to any rights under any employment contract. Otherwise each Officer elected by the Board shall hold office until his or her successor is elected or appointed

9.04 The Executive Committee will be made up of the Chair, Vice-Chair, Finance Chair and, provided that they continue to be a Director, the Past-Chair. The Executive Director shall be also be an *ex officio* non-voting member of the Executive Committee. . The Executive Committee will be charged with carrying out the duties of the Board between meetings of the Board.

ARTICLE X – STANDING COMMITTEES:

10.01 The MFGA will appoint the following committees, which shall report to the Board:

- a) Executive Committee,
 - b) Conference Committee,
- and such additional standing committees as may be created by the Board.

10.02 The Board from time to time will determine the Terms of Reference for each committee.

10.03 No committee shall pledge the credit of the Corporation, commit to the expenditure of money or to policies, acts or engagements, except as specifically authorized by the Board.

Article XI - OTHER COMMITTEES: (Known as Special Committees/Ad Hoc or Task Force Committees)

The MFGA Chair and Board 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 Board.

- a) The Committee chair of these committees will be a Director.
- b) Committee members may be those from the Board, the MFGA members and/or anyone outside of the MFGA 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.
- d) The Chair is 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 by the Board.

ARTICLE XII – EXECUTIVE DIRECTOR:

The Executive Director will:

- a) Answer directly to the Chair and not each individual Director,
- 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 Corporation, and
- e) Act as an *ex officio* non-voting member of all committees including any ad hoc or task force committees.

ARTICLE XIII – INDEMNIFICATION to DIRECTORS and STAFF:

13.01 Each Director, Officer or employee of the MFGA, former Director, Officer or employee of the MFGA and their 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 them in respect of any civil, criminal, or administrative action or proceeding to which they are made a part by reason of being or having been a Director, Officer or employee of the MFGA provided they acted honestly and in good faith with a view to the best interest of the MFGA.

13.02 The MFGA may purchase and maintain insurance for the benefit of any person referred to in paragraph 13.01.

ARTICLE XIV - FISCAL YEAR:

The fiscal year end of the Corporation will be March 31.

ARTICLE XV- EXECUTION OF DOCUMENTS:

15.01 Contracts, documents or any instruments in writing requiring the signature of the MFGA may be signed by any of the following: the Chair; Vice-Chair; Finance Chair; and all contracts, documents and instruments in writing so signed, shall be binding upon the MFGA without any further authorization or formality.

15.02 The Board shall have the power, from time to time, by resolution to appoint any Officer or 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 XVI – SIGNING AUTHORITY:

16.01 The signing authority for cheques of the Corporation will be the Chair, the Vice-Chair, Finance Chair, Executive Director and/or the Finance Officer/Administration. The Board shall have the power, from time to time, by resolution, to appoint any other person as a signing authority for cheques.

16.02 Two signatures are required on all cheques.

ARTICLE XVII – 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 XVIII – AUDITORS:

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

ARTICLE XIX – RULES OF ORDER:

The Corporation will operate under Robert's Rules of Order.

ARTICLE XX – NOTICES:

20.01 Method of Giving Notices. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the regulations thereunder, the articles, the by laws or otherwise to a member, Director, Officer, auditor or member of a committee of the Board, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to that person's recorded address or if mailed, to the recorded address by prepaid mail, or if sent, to the

recorded address by any means of prepaid, transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; any notice so mailed shall be deemed to have been given two business days after deposit in any post office or public letter box; any notice sent by any means of transmitted communication shall be deemed to have been given when transmitted. The Chair may change or cause to be changed the recorded address of any member, Director, Officer or auditor in accordance with any information believed by the Chair to be reliable.

20.02 Computation of Time. In computing a date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

20.03 Omissions and Errors. The accidental omission to give any notice to any member, Director, Officer, auditor or member of a committee of the board, or the non receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

20.04 Waiver of Notice. Any member, Director, Officer, auditor or member of a committee of the Board may waive any notice required to be given under the provisions of the Act, the articles, the by laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.

20.05 Undelivered Notices If any notice given to a member pursuant to paragraph 20.01 is returned on three consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until the member informs the Corporation in writing of the new address.

ARTICLE XXI – BYLAW REVISIONS:

21.01 These Bylaws are to be reviewed yearly prior to the Corporation's fiscal year end by the Executive Committee and brought to the Board for final review.

21.02 This by-law shall only be amended by a two-thirds vote of the members at a special meeting called for that purpose and upon issuance of required notice in compliance with Article XX herein.

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

Passed by the Manitoba Forage and Grassland Association Inc. on this 29th day of September, 2026.

CONFIRMED by the members in accordance with the Act this 29th day of September, 2026.

Chair

Vice-Chair

Registered 1990, by-law revisions 2004, 2012, 2017, 2018, 2019, 2021, 2022, 2025

Name changes: August 1, 2013 and December 11, 2025.