

# Land Over Landings Incorporated Constitution and By-Laws

## **Article 1 – Name**

The name of the Organization shall be **Land Over Landings Incorporated**, hereinafter called “the Organization”.

## **Article 2 – Our Mission**

in the face of climate crisis and growing threats to food security

1. To convince Ottawa to cancel plans for an airport on the federal Pickering Lands and instead preserve the Lands as a secure food and water resource for Canada's largest urban area.
2. To support organizations dedicated to protecting rural areas from urban expansion and environmental degradation – especially those that involve prime farmland and water resources.

## **Article 3 – Our Vision**

1. A community revived and the Lands transformed into a permanent regional food hub, serving Canada’s largest urban market and providing the area with fresh opportunities, secure jobs, and a healthy, sustainable future.

## **Article 4 – Membership and Dues**

1. The Organization membership includes all persons who agree to support the Mission (Article 2) and Vision (Article 3) of the Organization.
2. Only Members who have attained the age of 18 years are entitled to vote at any Annual, General, or Special meetings of the Organization.
3. The Membership Year shall commence on the 1st day of June and end on the 31st of May in the following year.
4. The Executive Committee of the Organization shall determine membership dues.
5. Unless otherwise prescribed by the Executive Committee, the annual membership dues shall become due and payable in advance of the 1st day of June each year.
6. No Member shall be entitled to vote at any Annual, General, or Special meetings of the Organization if his/her dues for the current year are in arrears.

## **Article 5 – Officers of the Organization**

1. Any member holding elective office of any Municipal, Provincial, or Federal Government shall not be eligible to be an Officer of the Organization.
2. The Officers of the Organization, hereinafter called “the Executive Committee”, must be Members of the Organization, and shall be:
  - a. Chair (Chair shall not vote, except in the case of a tie)
  - b. Vice-Chair
  - c. Honorary Chair
  - d. Treasurer
  - e. Secretary
  - f. Officers at Large (to a maximum of seven)
3. The Executive Committee may create new ex-officio positions as needs arise.

## **Article 6 – Duties of Officers**

1. Duties of the Chair:
  - To be the chief representative and spokesperson of the Organization;
  - To preside at all Annual, General, and Executive Committee meetings of the Organization;
  - To provide general supervision of the affairs and operation of the Organization;
  - To act as an ex-officio member of all Committees;
  - To actively promote membership in the Organization.

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2. Duties of the Vice-Chair:
  - To assist the Chair in his/her duties;
  - To perform the duties of the Chair in his/her absence;
  - To actively promote membership in the Organization.
  
3. Duties of the Honorary Chair:
  - To act as a mentor to the Chair;
  - To assist the Chair and Vice Chair in their duties;
  - To actively promote membership in the Organization.
  
4. Duties of the Treasurer:
  - To deposit all funds in the name of the Organization in a Chartered Bank/Credit Union, as chosen by the Executive Committee;
  - To keep an account of all monies received and spent by the Organization;
  - To pay all authorized accounts and expenses incurred by the Organization;
  - To submit a current status of accounts at each Executive Committee Meeting;
  - To present a Financial Statement to the Executive Committee once a year in the first quarter following the close of the fiscal year;
  - To present a budget for consideration of the Executive Committee at their first meeting of each fiscal year;
  - To present a detailed Annual Financial Report at the Annual General Meeting.
  
5. Duties of the Secretary:
  - To record, and keep on file, the minutes of the Executive Committee, General, and Special membership meetings and the Annual meeting;
  - To notify the executive of upcoming meetings, arrange for the location of such, and work with the Chair to prepare the agenda;
  - To give notice of all Annual, General, and Special meetings at least 14 days before the date of the meeting;
  - To be the custodian of all books, papers, records, correspondence, contracts, and other documents;
  - To maintain an attendance roster for all meetings of the membership and the Executive;
  - To respond to all correspondence pertaining to the Organization and forward it to other members of the Executive Committee for a more detailed reply when appropriate;
  - To handle all incoming phone calls and if necessary refer callers to the appropriate executive member.
  
6. Duties of Officers at Large:
  - To perform duties as assigned by the Executive Committee;
  - To chair a sub-committee of the Executive Committee;
  - To report on their activities to the Executive Committee.
  
12. Duty of all Officers at end of their Term:
  - At the end of their term of office, all Officers shall turn over to their successor, or other person designated by the Executive Committee, all hard copy and electronic records, books, materials, or any other property that belongs to the Organization.

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## **Article 7 – Meetings of Members**

1. Notice of Annual, General, and Special meetings shall be given to all Members.
2. The Secretary shall give notice of all Annual, General, and Special meetings at least 14 days before the date of the meeting.
3. The Notice shall state matters to be dealt with at the meeting.
4. The Annual General Meeting shall be held in the month of June each year.
5. Other General and Special Meetings shall be held at such times as determined by the Executive Committee, or as directed by the Members in accordance with Article 7, Clause 6.
6. A Special Meeting of the membership may be called at any time, and shall be at the signed request of 12 or more members. Notice shall be given in accordance with Article 7, Clauses 2, 3, and 4 above.
7. A quorum for any meeting of the membership shall be the lesser of 10% and 20 Members; e.g., a membership of 50 would require a minimum of 5 Members in attendance, a membership of 200 or more would require a minimum of 20 members in attendance.

## **Article 8 – Executive Committee**

1. The Executive Committee shall manage, operate, and govern the affairs of the Organization in pursuance of the Mission (Article 2) and Vision (Article 3), and shall hold office for 2 years.
2. The Executive Committee shall be composed of the officers of the Organization as enumerated in Article 5.
3. The Executive Committee shall meet at any time on the call of the Chair or as agreed by the majority of the Executive Committee.
4. One half of the Executive Committee shall constitute a quorum at all meetings of the Executive Committee.
5. The Executive Committee may appoint any additional committees as they think fit, and delegate to these committees appropriate responsibilities.

## **Article 9 – Election of Officers**

1. In April each year the Executive Committee shall establish a Nominating Committee. The Nominating Committee shall comprise two members of the current Executive Committee and two other Members of the Organization.
2. The Nominating Committee, 4 weeks prior to the Annual General Meeting, shall submit a slate of nominations for the Executive Committee for the forthcoming year.
3. In order to maintain some continuity, tenure in all the Officer positions shall be staggered.
4. The Executive Committee shall approve the proposed slate of nominations.
5. The Secretary shall send out to the membership no later than 14 days prior to the Annual General Meeting, a notice publicizing the date, time, and location of such meeting, the election of the Executive Officers, and the proposed agenda.
6. The slate of nominations shall be presented for ratification at the Annual General Meeting, at which additional nominations will be entertained.
7. Any Member of the Organization has the right to nominate any other Member for any elective office in the Organization.
8. All persons nominated must be present or give written consent.
9. One other Member of the Organization must second each nomination.
10. If there is more than one nominee for a position, a secret ballot shall be undertaken.
11. All members of the Executive Committee shall be eligible for re-election.
12. Any member of the Executive Committee, who fails to attend 3 consecutive meetings (Annual, General, Special, or Executive) without a satisfactory explanation to the Executive, may be replaced in accordance with Article 9, Clause 13.

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13. Any member of the Executive Committee may be removed before the end of his/her term of office as follows:
  - a. By majority vote of at least 2/3 of the Members of the Executive Committee, or
  - b. By majority vote of at least 2/3 of the Members of the Organization present at a Special Meeting called in accordance with Article 7, Clause 6.
14. The Executive Committee shall have the powers to fill by appointment for the duration of the term:
  - a. Any of the Executive Committee positions unfilled at the Annual General Meeting, and
  - b. Any vacancy occurring in any office of the Executive Committee during the course of the term.

## **Article 10 – Finance**

1. The fiscal year, unless otherwise determined by the Executive Committee, shall terminate on the 31st day of December each year.
2. The Executive Committee shall appoint a Chartered Bank/Credit Union to be bankers for the accounts of the Organization.
3. The Treasurer, and one other Official of the Executive Committee from a list determined by the Executive Committee, shall sign cheques.
4. Cheques shall be made payable to Land Over Landings Incorporated, and for the purpose of deposit endorsed on behalf of the Organization by the Treasurer.

## **Article 11 – Constitutional and Bylaw Amendments**

1. This constitution and bylaws may be amended at any Annual General Meeting of the Organization by a simple majority vote of Members present and entitled to vote at such a meeting.
2. Notification of proposed amendments to the Constitution shall be forwarded to the Secretary for distribution to the Members not later than 14 days prior to the date of the Annual General Meeting.