

# Bylaws

of the



Revised November 10, 2020

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# BYLAWS OF THE MANITOBA INSTITUTE OF AGROLOGISTS

## Article I – NAME

The corporation shall be known as the "Manitoba Institute of Agrologists".

## Article II – DEFINITIONS

All definitions in subsection I (1) of *The Agrologists Act* (the "Act"), and any other terms defined by the Act, apply to these Bylaws. Unless the context otherwise requires, the following additional definitions apply:

**Affiliate Member** – an individual who does not possess any requirements to hold member status with MIA, but who wishes to be known as an affiliate of MIA, and who has made application to Council and paid the required fees. An Affiliate Member is not entitled to practice agrology, hold office, vote or use an agrology related professional designation.

**Agrologist-in-Training** – an individual who has not yet completed the requirements to be registered as a Professional Agrologist or a Technical Agrologist.

**Applicant** – an individual making application for registration in accordance with the Act and Bylaws.

**Associate Member** – an individual who only possesses some of the requirements to hold member status with MIA, who does not practice agrology, and who has made application to Council and paid the required fees. An Associate Member is not entitled to practice agrology, hold office, vote or use an agrology related professional designation.

**Committee** - a body established by Council and given responsibility for a specific task or tasks defined by the Act, Bylaws or policies.

**Council** – the governing body of MIA.

**Councilor** – a voting member of the Council.

**Eligible Voting Member** - a practicing and duly registered member in good standing with MIA, and any Appointed Councilor in accordance with Article VIII(1)(b).

**Executive Director** - the administrative officer responsible for the operational management of MIA.

**Good standing** - includes but is not restricted to:

- a) Being in compliance with orders related to professional misconduct and/or conduct unbecoming;
- b) Being current in payment of all relevant fees in accordance with the Bylaws, policies and procedures of MIA; and

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- c) Being current in Continuing Professional Development reporting as required by these Bylaws, MIA policies and procedures.

Member – an individual who is properly registered with and regulated by MIA.

MIA- abbreviation for Manitoba Institute of Agrologists.

Professional Agrologist (P.Ag.) – an agrologist who is a member in good standing of MIA or another agrologist institute recognized by MIA.

Registrar - the administrative officer responsible for maintaining the official records of MIA.

Supervision - the requirement that a practicing member in good standing must review any and all work performed by the supervised member, is accountable for all of the work of the supervised member as if that work were performed by the supervisory member, and must agree in writing that any work performed by the supervised member either is, or is not in accordance with the Act, Bylaws, policies and procedures of MIA.

Supervisory member – a practicing member in good standing who is providing supervision to any other member.

Technical Agrologist (Tech. Ag.) – an agrologist who is a member in good standing of MIA or another agrologist institute recognized by MIA.

### **Article III – OBJECTIVES**

The objectives of MIA are to protect and serve the public in all matters relating to the practice of agrology by:

- a) setting requirements and standards for registration of and practice by members;
- b) providing governance and oversight to members;
- c) establishing and maintaining standards of ethics with which all members must comply;
- d) holding members accountable to the public and to the profession through a transparent process of review, complaints investigation and discipline; and
- e) providing continuing education about the practice of agrology to the public, employers, clients and members.

### **Article IV – MEMBERSHIP**

1. A person who meets the education and admission standards and requirements established by Council shall be entitled, upon payment of the appropriate fees, and upon approval by the Admissions and Registration Committee of Council, to be registered as a member in the approved membership category.

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2. Notwithstanding any other provision of these Bylaws, Council may refuse to grant membership to any applicant whom Council considers to have inadequate training or who cannot meet the requirements of the Code of Ethics and Practice as outlined in Article XVII. Additionally,
  - a) the granting of membership to an applicant shall be construed to be an undertaking by the applicant to conform to the Act, Bylaws, policies, rules, and requirements of MIA.
  - b) a member who is in arrears with annual fees for a period of two months after the beginning of the financial year shall be deemed to have forfeited membership in MIA. The member's name shall be removed from the register subsequent to third and final notice of fees due and payable, by registered mail, to the member's last known address. Application for readmission will be considered only upon payment of appropriate fees and any penalties.
  - c) a member may request of the Registrar to be placed on an inactive membership list for circumstances such as maternity leave, paternity leave, education leave or other circumstances which may be approved by the Registrar. Once placed on the inactive membership list, the member may not engage in the practice of agrology until returned to the active membership list.
  - d) upon returning to active duty, the person shall request of the Registrar in writing to be returned to the active membership list. The prorated MIA annual fee shall be due on reinstatement of the member to the active membership list.
  - e) costs incurred by MIA in order to obtain compliance of the membership requirements of the Act may be charged back in whole or in part to offending individuals at the discretion of Council or as instructed by a court of competent jurisdiction.
3. Any individual who is denied registration as a member may appeal to Council for reconsideration in accordance with Article XV.
4. Council may make awards of affiliation, distinction and honorary membership based upon criteria established by policy.

#### **Article V – MEMBERSHIP DOCUMENT**

1. Upon initial registration as a member of MIA, a P.Ag., Tech. Ag., or an Agrologist-in-Training will receive a proof of membership document denoting the length of validity of registration and designation in accordance with the Register.
2. The document shall be in such form as is from time to time authorized by Council.
3. Any person who has forfeited membership in MIA for any cause whatsoever and who displays a document to imply membership in MIA, shall be liable under subsection 15(2) of the Act, and shall, upon the request of the registrar, immediately return the document.
4. Unless a member has been removed from the register, the document shall be prima facie evidence that the holder is authorized to practice agrology in Manitoba, in accordance with the member's designation, using the titles associated with that designation in accordance with the Act and these Bylaws.

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## **Article VI – REGISTER**

1. Council shall cause to be kept by the Registrar or other officer appointed for the purpose, a register in which shall be entered the names, addresses, professional designation, registration number, any conditions on membership or practice, and area of practice of all members in good standing; and only those members whose names are entered in the book or register aforesaid shall be entitled to practice agrology in accordance with the member's designation, and such register shall be available for inspection by any person during regular business hours of MIA.
2. The register, or a copy of the same duly certified by the Registrar shall be prima facie evidence in all courts and before all persons that the persons whose names are entered therein are members of MIA in good standing, subject to any stated conditions; and the absence of the name of any person from the register shall be prima facie evidence that the person is not a member of MIA.
3. The name of any member in default of fees shall be removed from the register one month after notice is sent by registered mail to the member's last known address.
4. Any member whose name has been removed from the register may, by order of Admissions and Registration Committee<sup>1</sup>, Council, or a court of competent jurisdiction, and after fulfilling all requirements of the Act, Bylaws and any policies, be again placed on the register.
5. The register shall list all Agrologists-in-Training and non-practicing members in separate sections.

## **Article VII – MEMBERSHIP MEETINGS**

### Annual General Meeting<sup>ii</sup>

1. Within one hundred and eighty days of the last fiscal year, there shall be an Annual General Meeting (AGM) of the members of MIA at a time and place to be fixed by Council.
2. The quorum at an AGM shall be forty practicing members of MIA, including Council, present in person.
3. At every AGM, in addition to any other business that may be transacted, the following business shall form part of the agenda:

For approval:

- (a) minutes of the last AGM;
- (b) audited financial statements;
- (c) appointment of auditors for the next fiscal year;
- (d) election of council members; and
- (e) any changes to the annual membership fee.

For information and discussion only:

- (a) report of Council;

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- (b) report of the auditors; and
  - (c) Bylaw changes, if any.
4. In addition to the above, and during such meeting, there will be an opportunity for members to raise, discuss and transact any other business.

Special General Meetings

- 5. Special General meetings of MIA may be called by the Chair, by a majority of Council, or by written requisition of at least forty practicing members of MIA, provided to the Chair.
- 6. The written requisition shall state the purpose for which the meeting is being requisitioned and provide a copy of any documentation to be relied upon. The Chair shall send notice of intent to convene a special meeting to all members within five working days of receiving the requisition.
- 7. Notice shall state the purpose for which the meeting is called and provide any supporting documentation. The purpose set forth in the notice will be the sole order of business.
- 8. The quorum of any special meeting shall be forty practicing members of MIA, including Council members, present in person.

Notice<sup>iii</sup>

- 9. Not less than 21 days nor more than 50 days written notice shall be given to members of any AGM or special meeting and such notice may be delivered by mail, e-mail, or facsimile. Notice is deemed to have been received: when sent if by an electronic transmission; or if mailed, within three days of having been posted.
- 10. The non-receipt of notice by any member shall not invalidate the proceedings of the meeting.

**Article VIII – COUNCIL**

Composition

- 1. Council shall consist of at least fifteen individuals elected or appointed as follows:
  - a) Elected Councilors
    - i. shall form the majority of total Councilors;
    - ii. shall, in so far as possible, be representative of regional diversity; and
    - iii. shall be elected in such a manner so as to ensure that the terms are staggered as much as possible.
  - b) Appointed Councilors
    - i. shall consist of at least three persons who:
      - 1. Are not members of MIA;

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2. Are resident within the province; and
  3. Are appointed by a committee composed of Provincial government and educational authority members, and may be chosen from a list of nominees proposed to the committee by Council; and
- ii. shall be appointed in such a manner so as to ensure that their respective terms of office do not lapse at the same time.

### Terms of Office

2. Elected and Appointed Councilors may hold office for no more than two consecutive terms of three years and shall not be eligible for re-election or re-appointment until two years have elapsed since the end of the previous term as Councilor.

### Officers<sup>iv</sup>

3. Council shall annually appoint from their Elected Councilors, both a Chair and a Vice- Chair according to an appointment process approved by Council. The Chair and Vice-Chair may serve in those capacities for no more than three consecutive annual terms. Council may also appoint a Secretary and Treasurer who may serve in those capacities for no more than three consecutive annual terms.
4. The Chair shall preside at all meetings of the Members and the Council, and is responsible for assuring the integrity of the Board's process and occasionally representing the Council to third parties. Accordingly, the Chair must ensure that the Council behaves consistently with its own rules and those legitimately imposed upon it from outside the organization. The Chair may delegate these responsibilities but shall remain accountable for them.
5. The Vice-Chair shall perform whatever duties the Council may reasonably require, and in the absence of the Chair, shall perform the duties of the Chair.
6. The Secretary is responsible for the integrity of the Council's non-financial documents and shall perform whatever duties the Council may reasonably require. In the absence of the Chair and Vice-Chair, if the Secretary is a Councilor, the Secretary shall perform the duties of the Chair.
7. The Treasurer is responsible for the integrity of the Council's financial documents and shall perform whatever duties the Council may reasonably require. In the absence of the Chair, Vice-Chair and Secretary, if the Treasurer is a Councilor, the Treasurer shall perform the duties of the Chair.
8. If the positions of Secretary and Treasurer are combined and are not delegated to the Executive Director, the above responsibilities for each respective position will be combined into one for the Secretary/Treasurer position.
9. The duties of any other Officers will be assigned by the Council after the office is created.

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10. Council shall annually appoint from any of their Councilors, a Treasurer and a Secretary. The Treasurer and Secretary may serve in those capacities for no more than three consecutive annual terms. Both offices may be held by the same person.

#### Vacancies

11. Where an Elected or Appointed Councilor or a committee member dies or is unwilling or unable to fulfill their term, Council may appoint another member to fill the vacancy who shall serve for the remainder of the term.

#### Removal<sup>v</sup>

12. Members of Council may be suspended or removed from Council, for cause. No Councilor shall be suspended or removed from Council without the approval of at least two-thirds of Council members present at a special meeting held for this purpose, provided that the grounds for suspension or removal are submitted with the notice of the meeting and the Councilor is provided with a reasonable opportunity at the meeting to protest suspension or removal.

13. Cause for suspension/removal may include:

- a) Failure to maintain membership in the MIA;
- b) Conviction of a criminal offence;
- c) Being an un-discharged bankrupt;
- d) Inability to perform the duties for which the Councilor has been elected, due to illness or disability;
- e) Conduct deemed by Council to be detrimental to the objectives of MIA;
- f) Being found guilty of professional misconduct or conduct unbecoming as set out in the Act; and/or
- g) Non-attendance at more than twenty-five percent (25%) of regularly scheduled Council or Membership Meetings per term. In the case of automatic termination due to non-attendance issues, the Councilor may apply in writing to the Council for reinstatement but may do so once per term. Special circumstances will be evaluated for such non-attendance due to illness, family emergency or death, vacations, travel conditions during extreme weather and such other circumstances as the Council may reasonably determine from time to time. When the Councilor is removed by resolution of the Council for an issue other than non-attendance, the Council must comply with the following procedure:
  - i. a motion to remove a Councilor must be presented at a meeting of the Council prior to the meeting which will consider the motion;
  - ii. the meeting considering the motion to remove must have a quorum without counting the Councilor who brought the motion, or the Councilor who is the subject of the motion, and neither of whom may vote on the motion;

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- iii. a decision on the motion to remove a Councilor must be voted on by secret ballot and be supported by a two-thirds (2/3) majority of the remaining Councilors present at the meeting for the motion to be carried; and
- iv. if the motion is carried, then the Councilor who is the subject of the motion shall be immediately removed as a Councilor and their term shall automatically terminate.

14. Upon a favourable vote, suspension or removal shall be effective immediately. If a Councilor dies, resigns, retires, or is removed, any property of the MIA in their possession shall be returned to the Council.<sup>vi</sup>

Powers and Duties

15. Council may exercise all powers and do all things that MIA, by its Act, Bylaws, and policies, is authorized to exercise and do. Council shall govern the affairs of MIA in accordance with the Act and objectives of MIA.

16. Council is responsible for accountable, ethical governance that includes the exercise of effective stewardship, delegation of responsibility, leadership and control of the MIA.

17. Council may delegate any responsibilities except its obligation as a body:
- a) to create and maintain an accountable connection with the public and its members;
  - b) to create, maintain and perform according to written governing policies; and
  - c) to continually assure organizational performance.

18. Council will be guided by the Policy Governance® system of governance.

19. Every Councilor shall:
- a) act honestly and in good faith with a view to the best interests of the MIA and its members;
  - b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
  - c) not act in a conflict of interest;
  - d) not abuse their position; and
  - e) act in accordance with the Act, the Bylaws and the policies of the MIA.

20. Council shall appoint any committees required by the Act and to ensure the proper functioning of MIA, including the following:
- a) Admissions & Registration Committee;
  - b) Professional Standards Committee;
  - c) Complaint Review Committee; and
  - d) Judiciary Committee.

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21. Members of committees hold their offices at the pleasure of Council or as otherwise stated in these Bylaws or Council policies.
22. Council shall determine the duties, composition, authority, obligations and conduct of its committees.
23. Council may delegate its powers in accordance with these Bylaws, as long as the delegation is not contrary to the Act and the objectives of MIA.

#### Compensation<sup>vii</sup>

24. Elected Councilors shall serve as such without remuneration and shall neither directly nor indirectly receive any profit from their position.
25. Councilors may be paid reasonable expenses incurred by them in the performance of their duties.

#### Conflict of Interest

26. For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, owner, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.
27. No Councilor or officer of MIA shall be disqualified from holding any office in MIA by reason of any interest in any concern. A Councilor or officer shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with MIA or with any entity of which MIA is an affiliate. No transaction of MIA shall be voidable by reason of the fact that any Councilor or officer has an interest in the concern with which such transaction is entered into, provided:
  - a) the interest of such Councilor or officer is fully disclosed to Council;
  - b) such transaction is duly approved by Council not so interested or connected as being in the best interests of MIA;
  - c) payments to the interested Councilor or officer are reasonable and do not exceed fair market value;
  - d) no interested Councilor or officer votes or lobbies on the matter or is counted in determining the existence of a quorum at the meeting at which such transaction may be authorized; and
  - e) the minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

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## **Article IX – DELEGATION**

1. Council delegation
  - a) Council may delegate any of its powers and duties to one or more persons, panels or committees, except the power to make bylaws or policies or to adopt a code of ethics or standards of practice. Council may not delegate its overall responsibilities for governance as outlined in Article VIII, Section 15.
  - b) Council may impose conditions on any delegation.
  - c) When Council delegates a power or duty, it may authorize the person, panel or committee to further delegate the power or duty, subject to any conditions imposed by Council.
  - d) Council or a panel of Council may not delegate its powers or duties with respect to a review or appeal, other than as specifically provided.
  - e) Any reference in these Bylaws to Council is deemed to also be a reference to a delegate and to a delegate of the delegate under this section.
2. Any delegation of power shall be documented in writing.

## **Article X – COUNCIL MEETINGS**

1. There shall be at least four regular meetings of Council held in each fiscal year. A quorum for regular meetings is a majority of Councilors.
2. Fourteen days written notice of regular meetings shall be given to each Councilor and such notice may be delivered by mail, e-mail, or facsimile. Each such notice shall be deemed to have been received: when actually sent if by electronic transmission; or if mailed, within three days of having been posted.
3. The Chair, when necessary, or the Executive Director at the written request of five Councilors, shall call a special meeting of Council. Notice of special meetings of Council shall be a minimum of three working days. A quorum for special meetings is two thirds of Councilors.
4. The non-receipt of notice by any Councilor shall not invalidate the proceedings of the meeting.
5. Notice of regular and special meetings may be waived by agreement (electronically or otherwise) of all Councilors.
6. Councilors may participate in, and vote at, meetings via telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if a majority of participating Councilors consent; and any Councilor who participates in this way is deemed to be present at the meeting.
7. Decisions requiring Council approval between meeting dates may be proposed and voted upon electronically, in accordance with these Bylaws. Any requests to table a decision for further discussion or information will mean the decision must be brought forward to the next Council meeting.

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8. Notwithstanding any other quorum requirements, any time Council or a committee of Council is acting as an appeal body or is sanctioning a member, the necessary quorum is two thirds of Councilors.

## **Article XI – ADMINISTRATIVE OFFICERS**

1. Administrative officers are employees of MIA and shall consist of the Executive Director, Registrar, and such other officers as are necessary for the proper functioning of MIA. Any two offices may be held by the same person. Administrative officers do not need to be members of MIA.
2. Each administrative officer shall hold office as provided by appointment by Council or contract. Administrative officers shall not hold voting rights on Council or committees.
3. The Executive Director is accountable to Council as a whole, and will report to Council directly or through the Chair when appropriate. The Executive Director has such responsibilities, duties and obligations as directed by Council from time to time, including having the general and active management of the operational affairs of MIA and ensuring that all orders and resolutions of Council are carried into effect.
4. The Registrar reports to Council and otherwise as directed and has such responsibilities, duties and obligations as directed by Council from time to time, including keeping a current register of all members in accordance with Article VI.
5. The duties of any other administrative officers of MIA shall be detailed in the terms of their engagement and/or shall be as Council requires from time to time.

## **Article XII – VOTING**

### Member Meetings

1. Each Eligible Voting Member is entitled to one vote.
2. A majority of all votes cast shall determine any business in meetings except where otherwise stated. An abstention will not be counted as a vote.
3. Voting shall take place by a show of hands of those present and a count of any written and electronic votes previously provided to the Registrar in accordance with these Bylaws and any policies or procedures.
4. Whenever a vote by a show of hands is taken, a declaration by the presiding officer of the meeting that the vote has been carried or not carried shall be prima facie evidence of the disposition of that business without proof of the number of votes recorded.
5. The presiding officer shall vote only in case of a tie.

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### Written and Electronic Votes

6. An Eligible Voting Member may vote by means of a signed, written document stating their name, address, designation and vote. The document must be provided to the Registrar at least three working days in advance. The Registrar will record their vote in the manner indicated.
7. Every Eligible Voting Member may deliver and cast a vote by electronic transmission for any action which may be taken at an AGM or Special General Meeting. An electronic transmission of a vote shall: be sent to the attention of the Registrar at least three working days in advance of the meeting, contain the member's name, address, designation and vote, and contain or be accompanied by information stating that that member authorizes the electronic transmission of the ballot, in accordance with policy.

### Council Meeting

8. Each Elected or Appointed Councilor has one vote when present at a meeting in accordance with Article X.
9. At a regular meeting, unless stated otherwise, business is determined by a majority of all votes cast.
10. At a special meeting, business is determined by a two thirds majority of all votes cast.

### **Article XIII – ELECTIONS<sup>viii</sup>**

1. Notification of any available positions will be published by Council at the start of the new fiscal year. Elections shall take place at the next AGM.
2. Any Eligible Voting Member whose nomination for Council is signed by at least five practicing members, and attaches the signed consent of the nominee, is eligible to be elected as a member of Council.
3. All nominations, with supporting signatures and consent, must be received by the Registrar forty-five days prior to the AGM.
4. Forty-five days prior to the AGM, Council shall also provide to the Registrar, in accordance with policy, a list of suitably vetted nominees for each available position.
5. Along with notice of the AGM, the Registrar shall provide a list of all approved nominees to each Eligible Voting Member of MIA. The Registrar shall also provide voting instructions and any requested supporting information submitted by nominees.
6. Extension of dates - If the time for completion of an act in Article XIII falls on a day when the Institute office is not open during regular business hours, the time is extended to the next day that the office is open.
7. Extenuating circumstances - In the event of any failure to comply with procedures relating to the nomination of members for reasons beyond the control of Council, Council shall have the authority to take any action it deems necessary to validate the nomination of approved nominees.

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8. Ballots will be provided with notice of the AGM. If a nominee withdraws, is disqualified, or dies before the ballots are printed, the nominee's name shall be struck from the ballot.
9. If a nominee becomes disqualified or dies after the ballots are printed, Council will publish a notice to that effect, the election shall proceed and any votes cast in favour of such an individual shall be omitted in the tabulation of the results.
10. For those Eligible Voting Members present at the AGM, voting shall take place by a written ballot following the nominees' presentations, if any.
11. The Registrar will exercise all written and electronic votes by writing the number of votes received in favour of each candidate on one ballot under the supervision of Council or its delegate.
12. Administrative officers are not eligible to vote. Vote counting shall be supervised by Council in accordance with policy.
13. A majority of all votes from Eligible Voting Members shall be sufficient to confirm an election of a member to Council.
14. Election by Acclamation<sup>ix</sup>. Where the number of candidates nominated equals the number of Council members to be elected, that candidate or those candidates so nominated shall be declared duly elected and the Council Chair shall notify the candidate(s) confirming the election.
15. Within seven days following the AGM, results of the election will be published to members.
16. Newly elected Councilors will assume office effective the first working day following publication of the results.

## **Article XIV – COMMITTEES**

### Admissions and Registration Committee

1. Council shall appoint an Admissions and Registration Committee consisting of at least four members, at least two of whom shall be practicing members in good standing with MIA. Committee members shall have a combination of education, knowledge and experience suitable for determining the academic qualifications and experience necessary to practice agrology.
2. The committee shall designate a chair to preside at meetings. Quorum is a majority of committee members and business shall be carried by a majority vote.
3. The committee shall have the following powers and duties:
  - a) to make recommendations to Council regarding requirements and standards for admission and registration as a member of MIA;
  - b) to consider applications for admission, registration, and reinstatement<sup>x</sup> in accordance with the Act, these Bylaws and any policies, and decide whether to approve, place conditions upon, suspend, or refuse an application;

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- c) to work with the Professional Standards Committee to determine whether conditions of continuing competence are required to be placed on any practice permits; and
- d) any other powers and duties assigned by Council in accordance with the Act, Bylaws or Council policies.

#### Professional Standards Committee

- 4. Council shall appoint a Professional Standards Committee consisting of at least four members, at least two of whom shall be practicing members in good standing with MIA. Committee members shall have a combination of education, knowledge and experience suitable for determining the academic qualifications and experience necessary to practice agrology.
- 5. The committee shall designate a chair to preside at meetings. Quorum is a majority of committee members and business shall be carried by a majority vote.
- 6. The committee shall have the following powers and duties:
  - a) to identify, define and make recommendations to Council regarding standards of practice for agrology in general, for each member category, and any specialties as required in the best interests of the public;
  - b) to identify, define and make recommendations to Council regarding continuing competence requirements and the assessment of those requirements in the best interests of the public;
  - c) to develop and oversee the implementation of a continuing competence program;
  - d) if required, to appoint a person or persons who have technical expertise or other relevant knowledge to inquire into and report to the Committee with respect to any matter related to any power or duty of the Committee;
  - e) to make a referral to the Complaint Review Committee if, on the basis of information obtained from a continuing competence program, the Committee is of the opinion that a regulated member has intentionally provided false or misleading information respecting participation in a continuing competence program;
  - f) to make a referral to the Complaint Review Committee if, on the basis of information obtained from a continuing competence program, the Committee is of the opinion that a regulated member displays a lack of competence in the provision of professional services that has not been remedied by participating in the continuing competence program, or the conduct of the regulated member constitutes unprofessional conduct that cannot be readily remedied by means of the continuing competence program;
  - g) to work with the Admissions and Registration Committee in reviewing and determining whether any conditions of continuing competence are required to be placed upon applications for practice permits; and

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h) any other powers and duties assigned in accordance with the Act, Bylaws or Council policies.

### Complaint Review Committee

7. As necessary, Council shall appoint a Complaint Review Committee consisting of at least four members, at least two of whom shall be practicing members in good standing with MIA and at least one of whom shall be from Appointed Councilors.
8. Elected Councilors and members of the Judicial Committee are not eligible to serve as committee members. The Committee shall designate a chair to preside at meetings.
9. Quorum is a majority of committee members and must include at least one Appointed Councilor. A report signed by a majority of the committee members is its decision.
10. The committee shall have the following powers and duties:
  - a) to recommend related procedures to Council;
  - b) to review complaints about members;
  - c) to investigate a complaint in accordance with the Act, these Bylaws and any policies, by taking any steps the committee considers necessary, including summoning before it the member whose conduct is the subject of the complaint;
  - d) to employ, at the expense of MIA, any legal or other assistance that it considers necessary;
  - e) to make a written report to the Judiciary Committee recommending:
    - i. that the Judiciary Committee hear and determine the formal complaint set out in the written report; or
    - ii. that no further action be taken with respect to the matter under investigation;
  - f) to dismiss a complaint if satisfied that it is trivial or vexatious, or that there is insufficient evidence of professional misconduct or conduct unbecoming; and
  - g) to notify the member and the complainant of any determination made by the committee, the reasons therefor and procedures for appeal;
  - h) any other powers and duties assigned by Council in accordance with the Act, Bylaws or Council policies.

### Judiciary Committee

11. As necessary, Council shall appoint a Judiciary Committee consisting of at least four members, at least two of whom shall be practicing members in good standing with MIA and at least one of whom shall be from Appointed Councilors.
12. Elected Councilors and members of the Complaint Review Committee are not eligible to serve as committee members. The committee shall designate a chair to preside at meetings.

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13. Quorum is a majority of committee members and must include at least one Appointed Councilor. A report signed by a majority of the committee members is its decision.
14. The committee shall have the following powers and duties:
  - a) to recommend related procedures to Council and publish all approved procedures to the public.
  - b) to review reports received from the Complaint Review Committee and:
    - i. conduct a hearing if necessary;
    - ii. order that further investigation be undertaken; or
    - iii. dismiss the complaint.
  - c) to conduct hearings in accordance with the Act, these Bylaws and any policies.
  - d) to employ, at the expense of MIA, any legal or other assistance that the committee considers necessary.
  - e) following a hearing, to make a written order:
    - i. imposing penalties and/or conditions on a member in accordance with the Act, these Bylaws and any policies; or
    - ii. ii) that no further action be taken with respect to the matter.
  - f) to notify the member and the complainant of any determination made by the committee, the reasons therefor, and procedures for appeal.
  - g) to publish any orders of the committee.
  - h) to order the recovery of costs in the discretion of the committee; and
  - i) any other powers and duties assigned by Council in accordance with the Act, Bylaws or Council policies.

## **Article XV – APPEALS**

1. As necessary, Council shall hear all appeals from any decision of a committee or may appoint a panel for that purpose consisting of at least four members, at least two of whom shall be practicing members in good standing with MIA and at least one of whom shall be from Appointed Councilors.
2. Members of the committees involved in any matter being appealed may not participate in hearing the appeal. A panel shall designate a chair to preside at appeals.
3. Quorum is two thirds of all Councilors or panel members as the case may be, and must include at least one Appointed Councilor. A decision signed by a majority of Councilors or panel members is an order.

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4. Orders of Council or its panel are final and may only be appealed to a court of competent jurisdiction.
5. Council shall determine and publish all procedures related to the appeal process.
6. Council or its panel shall have the following additional powers and duties on appeal:
  - a) to review all appeals received from any committee and:
    - i. conduct an appeal hearing if necessary;
    - ii. order that further investigation be undertaken;
    - iii. uphold the appeal; or
    - iv. dismiss the appeal;
  - b) to conduct appeals in accordance with the Act, these Bylaws and any policies;
  - c) to employ, at the expense of MIA, any legal or other assistance considered necessary;
  - d) following an appeal review or hearing, to make a written order:
    - i. upholding the original committee decision;
    - ii. substituting the decision of the Council/panel and/or imposing penalties and/or conditions on a member in accordance with the Act, these Bylaws and any policies;
    - iii. ordering a further investigation; or
    - iv. dismissing the appeal;
  - e) to notify the member and the complainant of any order, the reasons therefor, and procedures for appeal to a competent court of law;
  - f) to publish any orders;
  - g) to order the recovery of costs in the discretion of the panel; and
  - h) any other powers and duties assigned by Council in accordance with the Act, Bylaws, policies and any established terms of reference.

#### **Article XVI – INDEMNIFICATION OF COUNCILORS AND OTHERS**

1. MIA shall indemnify each Councilor and each of its officers for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws in a manner and to the extent permitted by applicable law.
2. MIA shall indemnify each of its Councilors and officers, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as result of such action or proceeding or any appeal therein, imposed upon or asserted against them by reason of being or having been such a Councilor or officer and acting

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within the scope of their official duties, but only when the determination shall have been made judicially or in the manner herein provided that they acted in good faith done for a purpose which they reasonably believed to be in the best interests of MIA and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that their conduct was unlawful. This indemnification shall be made only if MIA shall be advised by its Council acting:

- a) By a quorum consisting of Councilors who are not party to such action or proceeding upon a finding that; or
  - b) If a quorum under the above is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the Councilor or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by Council, it may rely, as to all questions of law, on the advice of independent legal counsel.
3. Every reference in these Bylaws to a member of Council or officer of MIA shall include every Councilor and officer thereof and former Councilor and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Councilor or officer of MIA might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

#### **Article XVII – CODE OF ETHICS**

All members of MIA shall conform to MIA's Code of Ethics and Code of Practice, which are attached hereto as Appendix "A".

#### **Article XVIII – STANDARDS OF PRACTICE**

1. In general, all registered members of MIA must comply with the standards of practice set out in the Code of Ethics and Practice.
2. The Professional Standards Committee shall propose policies and procedures to Council for approval that will set out practice standards with which all members must comply.
3. The practice standards shall be at two levels of application as follows:
  - a) General Practice Standards, at a broad level, that are applicable to all practice areas. Such standards should be clearly defined with measurable assessment parameters.
  - b) Specific Practice Standards for those areas deemed to be of significant risk to the profession and/or public. Such standards to encompass at least:
    - i. Development of a descriptive list of knowledge, skill sets and capabilities required to be proficient in a given practice area; and
    - ii. Development of specific practice standards that describe what is commonly accepted against which competence in that practice area is to be assessed.

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## **Article XIX – CONTINUING PROFESSIONAL DEVELOPMENT (CPD)**

1. All practicing members of MIA shall be required to demonstrate that they are continuing their professional education and development in order to maintain their membership and professional designation.
2. All practicing members of MIA shall adhere to the framework setting out the minimum requirements, reporting procedures and qualifying categories as set out in policy and approved by Council.
3. Compliance with the CPD Program is mandatory to retain practicing member status.
4. On no less than an annual basis, a random selection of member reports will be reviewed for compliance with the Act, these Bylaws and MIA policies.
5. The Professional Standards Committee will oversee the CPD Program and will propose general and specific policies and procedures to Council for approval.
6. A minimum number of credits must be earned by each member over the course of each three-year reporting period, in accordance with policy.
7. The annual CPD Program reporting period will run from January 1 to December 31 and all credits earned are to be reported to the MIA office no later than January 31 of the following year.
8. If no credits are self-reported by a member, a “zero” report will be filed for the year.
9. Any report filed by a member may be subject to review. Members should retain appropriate documentation to support credits claimed for the most recent three-year period.
10. Members whose cumulative credit reports indicate less than the minimum required number of credits for the most recent three-year period may be reported to the Complaint Review Committee.
11. Members who have retired from practicing agrology, Affiliate Members, and Associate Members are exempt from the requirements of the CPD Program.
12. The Professional Standards Committee may, in its discretion, exempt members claiming extenuating circumstances from compliance with the requirements of the CPD Program.
13. Applications for exemptions must be made in writing and approved by the Professional Standards Committee.
14. A member failing to achieve the minimum sixty credits will be notified in writing of the apparent shortfall and may be placed on probation.
15. A member with a CPD deficiency has sixty days after notification to provide additional information or a plan of action to correct the credit shortfall.
16. Failure to maintain compliance will result in disciplinary action, leading to removal or suspension of status membership and professional designation.

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17. In all cases, MIA members have the right to appeal the decision of the Admissions and Registration Committee to Council in accordance with Article XV.

#### **Article XX – USE of PROFESSIONAL DESIGNATION, SEAL, and STAMP**

The reserved title provision of the Act necessitates that the public have an effective means of identifying work that has been completed by, or under the supervision and control of practicing Agrologists. A practicing member may use the professional designation, seal, and stamp to indicate professional responsibility for documents which deal with professional matters. The framework setting out the guidelines for such use are set out in policy approved by Council.

#### **Article XXI – OFFENSES BY NON-MEMBERS**

1. Disciplinary action for offences committed under Section 15 of the Act may only be undertaken with authorization of Council.
2. The Registrar may, without specific authorization from Council, take action to notify any person suspected of committing an offense, of the requirements of the Act.

#### **Article XXII – FEES AND REVENUE**

##### Annual Fee

1. An annual member fee shall be established by Council and amended as required from time to time. Any change in the annual fee shall be proposed by Council and communicated to the membership a minimum of thirty days prior to the AGM at which such change is to be considered. If approved by the membership, the new fee shall be implemented on January 1 of the following year.
2. Unless exempt, each member must pay to the registrar, no later than the last day of January of each year, the annual fee set out in the published fee schedule.
3. Any fees other than the annual membership fee may be established by Council and set out in the fee schedule.

##### Revenue Other Than Fee

1. MIA may in the discretion of Council, or at an annual meeting or special meeting called for the purpose, receive by gift or bequest, from any person or corporation, money, bonds, or real or personal property. Such gift or bequest can be used for general or specific purposes of MIA.

#### **Article XXIII – CORPORATE SEAL**

1. The corporate seal shall be the common seal of MIA by which all sealed instruments of MIA shall be attested, and shall be affixed to documents in accordance with policy
2. All documents required to be executed under seal shall be signed as directed by policy.

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## **Article XXIV – FINANCIAL YEAR**

The fiscal year of MIA shall commence on December 1 of each year and end on November 30 of the following year.

## **Article XXV – AUDITORS**

An auditor or auditors shall be appointed by the members of MIA at the AGM. A vacancy in the position of auditor occurring between AGMs shall be filled by Council appointment.

## **Article XXVI – CHANGES TO THE BYLAWS**

1. No changes to the Bylaws may be made without an opportunity for member review and comment having been provided in accordance with these Bylaws and any policies.
2. The Chair or a Councilor may propose changes to the Bylaws at any regular meeting of Council, or a meeting called for that purpose.
3. Any member may propose Bylaw changes for consideration by Council. Any such member-proposed changes shall be provided by the member to the Chair. The Chair will bring the member-proposed changes as a discussion item to the next meeting of Council where at least thirty days' notice can be provided to all Councilors of any member-requested changes. Council will determine whether the member-proposed bylaw changes will be provided by Council to the members for review.
4. Any proposed bylaw changes that Council approves for review by the members shall be provided to all members and Councilors at least thirty days prior to the next regularly scheduled meeting of Council, or special Council meeting called for such a purpose.
5. Any member may provide written or electronic feedback on the proposed Bylaw changes to the Registrar at least fourteen days prior to the meeting date. Council shall consider such feedback in making its decision to approve any changes.
6. Upon approval of two thirds of Councilors present at the meeting, the proposed changes are effective on the date of approval.
7. A copy of the approved changes shall be published to members upon Council approval and will be also provided with notice of the next AGM.
8. No changes in Bylaws shall be made if contrary to law or the provisions of the Act.

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<sup>i</sup> Bylaw amendment on Article VI to add "Admission and Registration Committee" as approved on March 27, 2013.

<sup>ii</sup> Bylaw amendment on Article VII from 120 days to 180 days as approved on December 17, 2012.

<sup>iii</sup> Bylaw amendment on Article VII – Membership Meetings "Notice" to be fully aligned with similar notice provisions stipulated in the Manitoba Corporations Act (MCA, to which MIA is accountable), Council's amendment states the same range of dates, 21-50 days as approved on April 14, 2020.

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<sup>iv</sup> Bylaw amendment on Article VIII, Council Composition changing nomenclature of officers from “President” and Vice-President to Chair and Vice-Chair and adding a general wording that Council will appoint officers including Chair and Vice-Chair based on a detailed appointment procedure as approved on December 9, 2015.

<sup>v</sup> Bylaw amendment on Article XVI, Indemnification of Councilors and Others, revision of offending section to result in gender neutrality and conformity with gender neutrality evidenced in the rest of the organization’s bylaws as approved on November 10, 2020

<sup>vi</sup> Renumbered to 14 (previously 12) with succeeding items following due to numbering error, amended on July 3, 2013.

<sup>vii</sup> Bylaw amendment on Article VIII, Council Compensation to offer an honorarium to Appointed Councilors, passed and approved on November 12, 2013.

<sup>viii</sup> Bylaw amendment on Article XIII, Elections, to add new sections—Section 6 Extension of Dates and Section 7 Extenuating Circumstances, with two new sections added, succeeding sections are renumbered, passed, and approved on March 15, 2018.

<sup>ix</sup> Bylaw amendment on Article XIII (14) adding new “Election by Acclamation” and updating succeeding section number change approved by Council on April 20, 2020.

<sup>x</sup> Bylaw amendment on Article XIV, to add “reinstatement” as approved on March 27, 2013.

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