



# The People's Potato Bylaws

Adopted by: The Membership at the Annual General Meeting

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# Section 1: Preamble and Definitions

## Preamble

The People's Potato began in 1999 as a student-run mutual aid collective serving free food to Concordia students with little institutional support. As the People's Potato gained access to more resources and incorporated as a legal non-profit in 2008, it was necessary to establish a working structure that maintained the commitments and values of its origins. The People's Potato Collective is a non-hierarchical, consensus-based workers' collective committed to anti-oppression and solidarity through food. We recognize the structural injustices and un/conscious prejudices that condition our experiences, living in a capitalist system in a colonial state founded and maintained on the oppression of Black and Indigenous peoples, people of color, women, queer people, trans people, people with disabilities, all other oppressed groups, the exploitation of the working class, and the intersections between these.

As a worker's collective, part of our commitment to anti-oppressive values involves rejecting the imposition of power hierarchies within the workplace that often serve to maintain systemic inequalities. In practice, this means each Collective Member has equal say over how our workplace is run, and we make decisions based on consensus. This is why the Collective performs all operational duties including scheduling, staff evaluations and all day-to-day activities associated with the administration and execution of the project. We nevertheless recognize that power differentials and dynamics persist regardless, and we are committed to addressing power as it may continue to manifest itself within our collective.

The People's Potato maintains an anti-hierarchical position in its organization, while still facing the realities of hierarchical demands to remain a legal entity in the context of provincial and federal law. A unique challenge is balancing our commitment to non-hierarchy within the legal hierarchical framework of nonprofits and the power that it provides to the Board of Directors. In the eyes of the law, the Board of Directors is hierarchically above the Collective; however, we have attempted to write the following bylaws and structure the organization in such a way that the power is shared between the Board of Directors and the Collective in practice (while still complying with legal requirements).

## Definitions

Wherever possible, words used in these Bylaws have the same definitions as in the Companies Act.

<i>Board</i>	The Board of Directors elected by the Members of The People's Potato.
<i>Board Officer</i>	Member of the Board of Directors with a specific executive title, such as Chair, Vice-Chair, Treasurer or Secretary. Board roles are further defined in section 6.2.
<i>Bylaws</i>	The rules by which The People's Potato conducts its business.

<i>Collective members</i>	The paid workers who have been hired by the People's Potato, also referred to as "staff" or "employees".
<i>Concordia student</i>	is a person presently registered for a minimum of one course or pursuing a graduate degree at Concordia University.
<i>Conflict of interest</i>	A situation in which a board or committee member could benefit personally from a decision made by the board or committee. The "conflict of interest" is that the person's benefit could be in conflict with the best interest of the organization. The bylaws have rules for dealing with conflict of interest situations.
<i>Director</i>	Member of the board.
<i>Dissolution</i>	The organization stops operating and no longer exists
<i>Fiscal</i>	Related to money or finance.
<i>Fiscal year</i>	The 12-month time period for financial records and reports. The fiscal year starts on the 1st of January and ends on the 31st of December.
<i>Financial statements</i>	A report prepared by a qualified accountant about the financial situation of The People's Potato
<i>Legal or administrative action</i>	Being sued or fined because of something done on behalf of The People's Potato
<i>Members</i>	Members of the Organizations are different from the Collective Members. Membership is further defined in section 4.2.
<i>Motion</i>	A statement beginning with "I move that..." or "Motion to..." on which members are asked to vote "in favour" or "opposed."
<i>Proxy voting</i>	This refers to asking someone else to vote for you on your behalf, when you are not physically present.
<i>Quorum</i>	The minimum number of members that must be present to conduct business at a meeting.
<i>Reimbursement</i>	Money paid back to a person who spends their own money on expenses related to The People's Potato.
<i>Remuneration</i>	Money paid to a person for providing a service (wages or fees).
<i>Special Resolution</i>	A motion that requires 14 days advance notice to members and $\frac{2}{3}$ of those voting to vote in favour to be approved at the SGM.

## Section 2: The Organization

### 2.1 Incorporation

The present organization has been incorporated according to the Companies Act of Quebec as a non-profit organization registered February 12, 2008 in the province of Quebec under the registration number 1164968324.

The work of The People's Potato is carried on without purpose of gain for its members. Any profits, revenues or other assets shall be used solely to promote and achieve the purposes of the organization.

### 2.2 Name

The name of the organization is The People's Potato, or La Patate du Peuple en français.

### 2.3 Head Office

The head office of The People's Potato is H-711 1455 Blvd. de Maisonneuve O, Montreal, Quebec, H3G 1M8 or at any other place determined by the Board of Directors.

### 2.4 Structures

The present organization is composed of the General Membership, the Board of Directors and the Collective Members.

### 2.5 Objectives and Mission

The purpose of the organization, for which the organization is constituted are the following. The People's Potato is a non-profit, worker-run collective mandated to:

- Provide quality vegetarian hot meals to Concordia students and community members.
- Provide emergency food baskets to Concordia students and surrounding community members.
- Act in solidarity with aligned social justice organizations and projects through solidarity servings.
- Offer an anti-capitalist alternative to corporate food systems on campus.
- Offer education with respect to food politics, food preparation and social justice issues.
- Provide an accessible anti-oppressive community space.
- Mobilize for active involvement in environmental and social justice movements.

- Support the work of social-justice-oriented community events and projects.
- Offer all services for free or by donation.

The People's Potato is committed to anti-oppression, inclusivity, and accessibility. We strive to make our services financially and physically accessible and to maintain a space in which people feel respected and welcome.

## Section 3: Members

### 3.1 Eligibility of Members

*Who is eligible to be a member of The People's Potato?*

Any person, aged 18 years or more and demonstrating interest in the mission and goals of the organization, is eligible to become a member of the organization. Children are welcome to use the services with accompaniment from an adult, but are not eligible to vote as a member.

### 3.2 Membership Categories and Privileges

*What are the categories of membership?*

A member of The People's Potato may be one or more of the following:

- core members (Collective and Board members)
- volunteer member
- community member
- honorary member

There are voting and non-voting members of the organization. Core, volunteer and community members are voting members. Honorary members are non-voting members.

#### 3.2.1 Voting members and their rights

Core members are:

- Current Collective members of the organization
- Current Board members of the organization
- Filled out the membership form and who have an active membership

Core members have the right to:

- attend Annual General Meeting (AGM) or A Special General Meeting (SGM)
- Vote at AGM/SGM

Volunteer members have:

- f. Filled out the membership form and have an active membership
- g. Volunteered for at least 3 hours (total) per semester

Volunteer members have the right to:

- h. Attend AGM/SGM
- i. Vote at AGM/SGM (if membership form is completed two weeks prior to AGM/SGM)

Community Members have:

- j. Filled out the membership form and have an active membership
- k. Use the organization's services

Community members have the right to:

- l. Attend AGM/SGM
- m. Vote at AGM/SGM (if membership form is completed two weeks prior to AGM/SGM)

### 3.2.2 Non-Voting members and their rights

Honorary members are

- n. All Concordia University students who have paid the fee-levy

Honorary members have the right to:

- o. Attend AGM/SGM but cannot vote

## 3.3 Becoming a member of the organization

Anyone wishing to become a voting member of the organization must complete an [application form](#) that will be available through Google Forms or a paper form. The Membership Committee will review the application to ensure the membership requirements are met, and then notify the new member.

## 3.4 Renewing membership

A membership period will last one year. To renew a membership, members will have to fill out the membership form again for the next year. When memberships expire, the membership committee sends out an email for members to renew their membership if they want to. Membership is free of cost.

## 4.5 Ending membership

Members may end their relationship with The People's Potato by:

- writing a notice to the Membership committee as listed on the membership form  
or

- not renewing their membership
- being expelled by a two-thirds majority vote of the voting Members at a Special General Meeting, based on their inability or refusal to follow the code of conduct and/or policies of the organization

A Member can be dismissed for serious reasons if voted so. An opportunity for the individual to defend their case must be given to any such person prior to a decision.

## Section 4: Meetings – Annual General Meeting (AGM) Special General Meeting (SGM)

### 4.1 Constitution

The Members of the Organization constitute the General Meeting and meet once a year, in the 120 days following the end of the fiscal year, at the time and place as decided by the Board based on the recommendations of the Collective members. The Annual General Meeting is presided by a Chair of the Meeting named by the membership.

Robert's Rules of Order is the accepted form of parliamentary procedure at annual general meetings, general meetings and special general meetings of The People's Potato.

### 4.2 Holding AGMs and SGMs

*When and how are general meetings and special general meetings called and held?*

4.2.1 An annual general meeting is called once a year. A special general meeting of The People's Potato may be called at any time by:

- A majority vote of the Board
- At least 15 voting Members (described in more detail in section 5.8.1)
- A unanimous vote by the Collective Members

4.2.2 A members' request for a special general meeting must:

- Identify the names of Members who are requesting the meeting;
- state the reason(s) for meeting, and
- provide a draft of all motions to be voted on.

4.2.3 A special general meeting must be held within 35 days after The People's Potato receives the written request. If the request states a time and location that meet accessibility requirements, the People's Potato is bound to the time, location, and agenda stated. Every agenda must include an item entitled "varia" under which members may provide announcements or general updates. Any point that requires voting must be sent to the Board no later than 7 days in advance of the meeting.

### **4.3 Place of the Annual General Meeting**

*Who decides the time and place of the Annual General Meetings?*

In each calendar year, the Board decides on a place and time for the annual general meeting, based on the recommendations of the Collective members. The AGM must be held within four (4) months after the end of the fiscal year.

The AGM must be scheduled on a day in which there are regularly scheduled classes.

The AGM can be held hybrid, in-person, or online.

### **4.4 Notice of Meetings**

For all Special or General Meetings a notice is sent to all Members at least fourteen (14) days before the meeting by email. It is also posted on the social media platforms of the organization widely.

### **4.5 Agenda of the Annual General Meeting**

*What can be on the agenda, and what are the powers of the Annual General Meeting?*

The General Meeting holds the rights and powers by the Law to:

- Review and approve the minutes from the previous AGM and/or SGM
- Approve changes to the bylaws;
- Accept Annual Activity Reports;
- Accept Annual Financial Statements and consult the books;
- Elect the Members of the Board;
- Approve the Accountant who will conduct the audit or notice to reader;
- Voting on expelling a member;
- Voting on a potential dissolution of the organization if required and in this case, voting on the transfer of any remaining assets to another non-profit organization with a similar mandate.

## 4.6 Quorum

*How many people must be present to have a quorum at the Annual General Meeting (AGM) or Special General Meeting (SGM)?*

A quorum is at least 15 (fifteen) voting members in addition to Core members for annual general meetings, general meetings or special general meetings.

All decisions of the People's Potato AGM are made at 2/3 majority, and the Chair will refer to Robert's Rules of Order in case of any misunderstanding, clarification and need of direction.

## 4.7 Voting

4.7.1 Only Voting members in good standing have the right to vote. A Voting Member may not be in good standing if they:

1. have no active membership
2. They have demonstrated behaviour or action that is not in line with the values of the organization and there is an official grievance procedure taking place.

4.7.2 Each voting member has one (1) vote.

4.7.3 Voting must be done by a member who is present at the meeting either online or in person. Voting by proxy is not allowed.

4.7.4 The vote is done through a Google form or similar electronic platform to allow both in-person and online presence votes.

4.7.5 A motion is passed if  $\frac{2}{3}$  majority of those who vote are in favour of the motion.

4.7.6 In the event of a tie, a maximum 15 minute break can be taken if needed, followed by another opportunity for discussion and questions, and then a second vote. In case of a tie for the second vote, the Chair of the Board has the right to cast a second vote to break the tie.

4.7.7 Once the Chair of the Meeting has declared that a resolution has been adopted or rejected and it is recorded in the minutes as such, it is not required that the proportion of votes be specified.

4.7.8 There are two Chair of Election Officers (CEO) who are members that are nominated by the voting membership at the AGM, to oversee the vote collection process. The Chair of the Meeting initiates the nominations for CEOs; anyone can nominate a member, and Robert's rules are applied to elect the CEOs.

## 4.8 Special General Meeting (SGM)

### 4.8.1 Reasons for calling a Special General Meeting

A Special General Meeting can be called at any time when there is a situation that affects the organization's existence, running its services smoothly, bylaws, and/or Board of Directors. It can take place at a time when waiting for the next annual general meeting would impact the organization and its members negatively. Examples of such situations include but are not limited to

- Ratifying amendments to bylaws
- Changing the number of directors
- Amending the letters patent (This is necessary in order to change your name, the location of your head office, your purpose, or the number of directors)
- Amalgamating with another incorporated organization
- Creating an executive committee
- Dissolving the non-profit
- Removing a director before the end of their mandate

### 4.8.2 How to call a Special General Meeting

A Special General Meeting can be called by 10% of voting Members for a precise subject that must be included in the notice of the meeting. To find out how many signatures represents 10%, ask a Board or Collective member for the current number of members. Such a request for an SGM is submitted to the Board in writing. The Board may choose to address the subject before deciding to hold an SGM. However, the meeting must be scheduled and held by the Board within 35 days of the receipt of the written request. Otherwise the Members themselves can schedule and hold the meeting.

## Section 5: The Board of Directors

### 5.1 Responsibilities of the Board of Directors

*What is the purpose of the Board?*

5.1.1 The purpose of the Board is to provide overall direction to the People's Potato.

The Board is elected by the membership to administer the affairs of the organization. The Board undertakes all actions necessary to accomplish the goals of the organization according to the law and

the mission, vision, values and bylaws of the organization. The Board can propose new bylaws if/as needed, approve policy, and make decisions that forward the goals of the organization. The Board, in collaboration with the Collective Members, hires, evaluates and can dismiss the Collective Member(s), approves the proposed budget, authorizes expenses and contractual arrangements and sees to the application of the bylaws and the resolutions it makes.

5.1.2 The Board is responsible for:

- Ensuring that the organization is fulfilling its mission,
- Ensuring that services are run smoothly,
- Ensuring proper financial management of The People's Potato,
- Ensuring that the hiring, onboarding and evaluation of staff is managed by staff committees and offer support as needed. A Board member must review the performance evaluations completed by the Collective, and sign off on them. One Board member must sign employee contracts.
- Supporting the staff with and taking the lead on any challenging situation that arises related to HR e.g. disciplinary situations, inter-staff conflicts etc.
- Approving and signing official contracts,
- Overseeing the planning and execution of the AGM and any SGM, in partnership with the Collective
- Ensuring that the workplace is safe, empowering and free from discrimination and that any incident related to this is dealt with according to the law
- Ensuring that specific paperwork is filed with the government and the University
- Intervening in any situation of conflict and/or arranging for outside mediation to resolve conflicts
- Regularly reviewing salaries and working conditions to ensure a competitive and just environment.
- Reviewing and updating policies as needed

5.1.3 To carry out its purpose, the Board may take any steps it considers necessary on behalf of The People's Potato, in line with:

- a. the Companies Act of Quebec, or
- b. the The People's Potato bylaws and policies, or
- c. a vote passed on a Special Resolution at a People's Potato AGM or SGM.

## **5.2 Composition**

*Who can be on the Board and how?*

6.2.1 Who can be a Board member?

Board members are Members of The People's Potato who have been elected during an AGM or SGM to a seat on the Board.

Whenever possible, and the Board member is still within their term limits as per section 6.4 in these Bylaws, it is encouraged for Board members who served in an executive position to stay on the Board for at least one additional year as an Board of Director after serving this role, to better facilitate knowledge transfer.

There are two (2) representative members of the Collective, hereafter referred to as the Representative members, attending all Board meetings, except for sessions when the Board wants to meet on its own to discuss sensitive or confidential matters. The Representative members each have the right to vote (except in cases of conflict of interest) and are part of the quorum.

50% + 1 of the board members must be currently enrolled Concordia students.

#### 6.2.2. How to become a Board member

Board Members of The People's Potato must be elected by Members at the Annual General Meeting unless they are appointed to the Board as explained below.

Prospective board candidates must submit a written statement of interest to the People's Potato collective at least 7 (seven) days before the AGM. Each application must include the responses to a short questionnaire created by the People's Potato collective. If the Board seat would otherwise be empty, spontaneous candidacies are permitted.

All board members running for election will be required to introduce themselves and share a bit about their experience and motivation for joining the board and answer questions at the AGM, before voting.

Each voting member at the AGM may vote on the board candidates that they would like to fill the vacant seats. They can only vote for each candidate one time. The candidates who receive the most votes are elected to the Board; a candidate must receive a minimum of  $\frac{2}{3}$  votes from the voting members in attendance to be elected.

In the case of a tie between two or more potentially elected candidates, voting members are asked to cast their votes again. They only vote for the exact number of available vacant seats. The candidates who receive the most votes are elected for the vacant seats.

### **5.3 Number of Board members**

*How many people are on the Board?*

There are five (5) people on The People's Potato Board. Three (3) of the Board members must be students.

### **5.4 Terms of office**

*How long may Board members be on the Board?*

5.4.1 A Board member shall take up their duties at the end of the meeting during which they were appointed or elected (AGM, SMG or Board meeting).

5.4.2 New board members' first term will be one (1) year; returning board members' terms will be two (2) years, to ensure an overlap in new and returning board members and facilitation of knowledge transfer. If required due to the proportion of students and non-students on the board, a Board member's term can end early.

A "year" for the purposes of this document, constitutes from one Annual General Meeting to the next.

5.4.3 A Board Member cannot be elected for more than three (3) consecutive two-year terms for a maximum of six consecutive years. The initial one-year term does not count towards this six year limit. A Board Member may then run for re-election after a leave of absence of at least one year.

5.4.4 Due to the structure of summer work at the People's Potato, there is less activity from May until August. However at least two (2) Board members are required to be on-call for administrative purposes, which can be determined at the last meeting before summer break.

### **5.5 Vacancy on the Board**

5.5.1 A Board member is considered vacant and must be replaced if they:

- Miss three (3) meetings in a given year of the Board without valid reason;
- Submit a written resignation;
- Are dismissed by the meeting for failing to respect their responsibilities or the Organization's Bylaws, goals, and values;
- Otherwise become unable to carry out their functions.

5.5.2 If a Board member becomes vacant during their term (between AGMs), the remaining Board members must nominate an Interim Board member to replace the Vacant Board member until the next

AGM. This Interim Board member should be nominated because of their experience with the People's Potato and their ability to fill the roles and responsibilities of the Board member they are replacing.

### 5.5.3 Appointing an Interim Board Member

A potential Interim Board Member(s) must submit a written statement, or audio or video recording, or presentation (in-person or virtual), presenting their candidacy to the Board.

The current Board (including the Representative members) should have an opportunity to discuss the potential Interim Board Member's candidates in private before voting on their addition to the Board.

The decision to appoint an Interim Board member must follow the normal decision-making process, and all current board members must be present for the vote. The current Board members must reach a consensus in a vote to appoint an Interim Board member.

An Interim Board member must run for election at the following AGM if they want to stay on the board.

If at any given time, there are more than two Interim Board members on the board, a special general meeting (SGM) can be called to ratify all of the Interim Board Members and/or elect new board members within three weeks. If this occurs during the summer, the special general meeting may be called within three weeks of the resumption of classes in the fall.

## 5.6 Absent from Board meeting

*What happens if a Board member is absent from Board meetings?*

5.6.1 Board members are expected to attend all Board meetings.

5.6.2 If a Board member finds it impossible to attend a Board meeting, the Board member must notify the Board at least 24 hours in advance of the meeting.

5.6.3 The Board may excuse a Board member's absences if the absences are due to circumstances the Board finds acceptable.

## 5.7 Removal from the Board

*Why and how can a Board member be removed?*

5.7.1 Grounds for Removal

A Board member can be removed from the Board if the Board and/or Collective feels the member is not acting in the best interests of The People's Potato. Examples include, but are not limited to:

- If they are found guilty of mismanaging funds
- If they are found guilty of discrimination or harassment of staff, volunteers or members.
- If any information is shared at a Board meeting that reveals a major conflict of interest in their role as a Board member
- If they persist in working and communicating in a manner that is not in line with the values and mission of The People's Potato, despite receiving feedback and an opportunity to improve in these areas
- If absent from three Board meetings in a year without giving notice or a reasonable explanation.

#### 5.7.2 Process of removal from the Board

*How can a Board member be removed from the Board?*

To remove a Board of Director from the Board completely:

- A Board member or a Representative Collective member may propose the removal of a given Board member, which is then seconded by someone else on the Board.
- The Board member who is slated to potentially be removed from the Board should first be given an opportunity to present their experience or give an explanation before leaving the meeting to allow for the vote to occur.
- A vote is then held. Ideally, the vote is done openly so that each remaining Board member knows how the other is voting, however, this information is not to be shared publicly outside of the meeting in any way. The vote passes when a consensus is reached among the Board members (excluding the Board member in question due to conflict of interest) agreeing that this Board member is to be removed from the Board. Their removal is effective immediately.
- NOTE: In the case that a Board member is voted off the Board, they are still a member of the organization, according to these by-laws, and at a subsequent AGM or SGM it may be proposed that this person's membership be revoked.

### **5.8 Resignation from the Board**

A Board Officer may resign from their titled position by sending a written notice to the Board of Directors and Collective by email.

They will continue to serve as a Board of Director unless otherwise stipulated in the letter of resignation.

If a Board Member resigns from the Board completely, they shall cease to be a Board Member as soon as their resignation is effective, which shall be the date and time specified in their letter of resignation, or in its absence, the date and time of the ratification of the resignation by the Board of Directors.

## **5.9 Board Meetings**

### **5.9.1 Notice**

*How to call the Board to meet?*

Generally, the first Board meeting after the Board is elected at an AGM is called by the Representatives of the Collective, taking into account the availability of the Board members. At this meeting, a recurring date and time is discussed and agreed upon by everyone on the Board (ex. the first Thursday of every month at 6pm).

Any board member can call a special Board meeting outside of the agreed upon meeting time during the fall and winter semesters, given there is a demonstrated need or time-sensitive matter to be dealt with. The need for this special general meeting can be voted on by the Board over email, which needs  $\frac{2}{3}$  majority to have the meeting.

Notice for meetings (with date, time and location) of the Board must be given in writing, by email, at least 5 days prior to the meeting date. In emergencies, notice of a meeting may be given twenty-four (24) hours in advance.

### **5.9.2 Frequency of Board meetings**

Members of the Board of Directors will meet monthly during the Fall and Winter semesters of the academic school year but may hold as many meetings as required to see to the proper functioning of the organization.

During the summer months, only one mid-season meeting is required.

### **5.9.3 Quorum at Board meetings**

*How many board members must be present to have a quorum?*

A simple majority of the Board members (51%) is a quorum.

### **5.9.4 How can Board members meet?**

Board members can meet in person, online, or hybrid.

#### 5.9.5 Voting & Passing a motion

*How can the Board make decisions?*

Decisions are made by consensus, where each voting member can either vote Yes, No, or Abstain on any motion. “Full consensus” means that any motion cannot be passed on the basis of at least one person voting No. The voting members should be conscious of the reasons for any “No” or “Abstain” votes and should, when possible, adopt motions that are supported by all people involved in the decision making process.

When consensus is not easily reached:

- a) the group will attempt to modify the motion in order to reach consensus.
- b) when the decision is *not urgent*, the group may end a meeting without a decision being made, to give time to develop the motion further.
- c) In the event that a non-urgent agenda item has been discussed over the course of 3 meetings or 45 days (whichever comes first) and no consensus can be reached, the decision-making process can be changed to a 2/3rds majority vote. This is only to be used in exceptional circumstances.
- d) When the decision is *urgent* and a consensual decision cannot be reached, a vote can be taken but 2/3 of votes are required to pass a motion.

If a vote is taken, each member has the right to one (1) vote.

Motions can be passed at the meeting, or in writing per email.

### **5.10 Compensation and Budget**

*Can Board members be paid to work for The People’s Potato?*

Board Members perform their duties on a volunteer basis. They are legally not allowed to be paid for carrying out their duties as a Board member.

#### 5.10.1 Board Expenses

The Board of Directors may be reimbursed for purchases made using the budget allocated for Board use, and/or request that a Collective Member make a purchase for them using the People’s Potato’s funds.

The Board may use their budget as they see fit, as long as it aligns with the People’s Potato mission and values. Some examples include (but are not limited to):

- Trainings and workshops
- Special projects
- Donations to aligned causes
- Merch (T-shirts, etc.)
- Board dinners and other food costs

#### 5.10.2 Circumstances where Board Members can be paid by the People's Potato

A Board member can be contracted to perform a special service for The People's Potato. This can happen only if:

- other people have been considered to provide the service but are found to be less appropriate than the Board member, and
- the Board member acts in accordance with the "Conflict of interest" bylaw Section 6.11 (below), and
- a consensus of the Board (excluding the Board member in question) approves a motion to contract the Board member to provide the special service.

A Board member shall not vote at Board meetings on matters that pertain to the work they're contracted to do for The People's Potato, but can otherwise participate as normal.

### 5.11 Conflicts of interest

*When is a Board member in a conflict of interest?*

If a Board member has or is perceived to have a financial, personal, or official interest in a decision being discussed and made by the Board, they are obliged to excuse themselves from the discussion and voting on said decision. Such instances are to be recorded in the meeting minutes.

### 5.12 Lawsuit and Liability Compensation

5.12.1 The Organization will compensate its Board of Directors, Officers, or employees, past or present, all costs or expenses of whatever nature arising from a civil, criminal or administrative lawsuit of which they are party as a result of their involvement with the organization, except if these persons have committed a grave error, gross negligence or fraudulent act.

5.12.2 Are people who act on behalf of The People's Potato personally responsible to pay The People's Potato penalties or liabilities?

When Board members or others are authorized to act on behalf of The People's Potato, and a legal or administrative action results in costs or expenses, The People's Potato will not require Board members or other authorized persons to pay any penalties, liabilities, costs or expenses, if the authorized persons:

- acted honestly and in good faith with a view to the best interests of The People's Potato, and
- in cases involving criminal or administrative action enforced by paying a fine had reasonable grounds to believe their conduct was lawful, and
- immediately notified The People's Potato of any action or proceeding, and
- cooperated with The People's Potato in its defence in a manner that was reasonable in the circumstances.

## Section 6: Board Roles - Duties of the Board Members

### 6.1 Duties and Titles of Board members

*Who decides the duties of the Board members?*

The Board of Directors of the organization assign themselves to at least one of four portfolios: the Co-Chair Portfolio, the Financial portfolio, and the Secretary portfolio, and the Community Engagement Portfolio. Every Board Member must be on at least one portfolio, but a Board Member can be on more than one. Ideally there is at least one more experienced Board Member on each portfolio to facilitate the transfer of knowledge to newer Board members.

### 6.2 Duties

#### 6.2.1 The Co-Chairs Portfolio (minimum 2 members)

- are in charge of notifying and reminding the Board of upcoming Board meetings,
- Ensure the Board follows The People's Potato policies,
- Are the main point people between the Collective and the Board.
- Rotate facilitating the Board meetings and bottomline facilitating or designating a facilitator for AGMs/SGMs
- Are the primary signatories for the Board of Directors on official documents where Board signatures are required
- Facilitate/bottomline the onboarding of new Board members (including making sure new board members have access to the drive, are on the email list, etc.)

#### 6.2.4 The Financial Liaisons (minimum 1 member)

- is responsible for overseeing and ensuring the proper management of finances of The People's Potato, and
- Main liaison between the Finance portfolio on the Collective; they meet together on a quarterly basis to review the People's Potato's finances,
- as soon as possible after the close of each financial year shall help, alongside the Finance portfolio on the Collective, to create and submit to the Board of Directors a report for the financial year and arrange for the annual financial review/auditor
- prepare a financial presentation alongside the finance team for any AGM or SGM as needed

#### 6.2.5 The Secretary portfolio is responsible for (minimum 1 member)

- preparing and keeping the minutes of Board of Directors meetings or bottom-lining the rotation of minute taking
- Preparing and keeping the minutes of SGMs and AGMs (or designating someone to which are then approved by the membership)
- Following up with tasks that were decided upon at the Board of Directors meetings (by email or other message)
- Updating/maintaining the membership form and active membership list of the organization (on the Membership Committee) and ensuring that it is available at all AGMs and SGMs
- overseeing and ensuring that government paperwork is filed annually and kept for the appropriate amount of time

#### 6.2.6 Community Engagement portfolio (minimum 1 member)

- Collaborate with the Community Engagement portfolio of the Collective
- Promote the People's Potato's services and mission
- Facilitating outreach with the Concordia community and broader People's Potato community
- Coordinate joint events, workshops, or advocacy initiatives

## Section 7: Financial Management

### 7.1 Fiscal Year

The Organization's fiscal year starts on the first of January and ends on the thirty-first December of each year.

## **7.2 Auditor & Review of Accounts**

### *7.2.1 Who conducts a financial review of The People's Potato?*

An Audit or a notice to reader will be carried out every year by an independent and qualified accountant. The accountant is appointed by the Members each year at the previous AGM.

### *7.2.4 When is the financial review reported?*

The financial review for the previous year is presented to the membership at the Annual General Meeting; questions are fielded either by the accountant, the treasurer, and/or the Collective's finance team and a vote is held to accept the statements.

7.2.3 If the accountant ceases to fulfill their functions, for whatever reason, before the expiry date of their term, then the Board of Directors may appoint a replacement to complete whatever remains of the term.

## **7.3 Financial Records**

The financial records of the organization will be updated within 120 days following the financial year-end. These records can be consulted during business hours at the organization's headquarters by all active Members who make such a request to the Treasurer.

## **7.4 Borrowing powers**

### *How can The People's Potato raise money?*

The People's Potato does not charge fees or fundraise to fund their services, as they are a fee-levy organization (i.e., they collect fees from the student population to fund their programming). We do, however, accept donations.

If more funding is needed than the fee-levies provide, The People's Potato will search for grant programs to provide funding or formally request a fee-levy increase.

### *7.4.1 What is required for The People's Potato to borrow money?*

A Special Resolution must be approved by  $\frac{2}{3}$  of a minimum of 15 members present (not including staff or Board) by The People's Potato membership at an SGM/AGM in order for The People's Potato to borrow money.

# Section 8: Signatories, Approval, Bill of Exchange, Banking Affairs, Declarations

## 8.1 Signing authority

*Who can sign agreements or contracts on behalf of The People's Potato?*

### 8.1.1 Signatories

Signatories of the Organization at minimum should include one Board Member and at minimum one staff member. At least two board members must be available all year-round to sign and manage affairs.

### 8.1.2 Approval

Contracts, projects and other documents requiring the Organization's signature must first be approved by the Board of Directors, and then signed by two (2) signatories, one of them has to be a Board member.

### 8.1.3 Bills of Exchange

Cheques, bills or other Organization's banking actions must be signed by two (2) Signatories.

## 8.2 Banking Affairs

All liquid funds in the possession of the Organization must be kept in a licensed financial institution in Canada.

## 8.3 Declarations

A Collective Member and/or Board Member will be appointed by the Collective and the Board of Directors to serve as a legal representative; they are authorized:

- to appear in court for the Organization in response to all summons, appearances, or orders issued by a court;
- to coordinate the response, in the name of the Organization, to all proceedings of which the Organization is party.

# Section 9: Minutes, Books and Records

## 9.1 Preparing and keeping records

The minutes of The People's Potato internal meetings (both Board and Collective meetings) will be kept by the Collective on the Google Drive account or a similar electronic platform associated with the organization. Both Board and Collective members may have access to these documents at any time.

The Secretary of the Board of Directors will be responsible for keeping minutes of Board of Directors meetings. This will be saved and maintained in a Board of Directors folder on the Google Drive account, or a similar electronic platform associated with the organization.

## **9.2 Location and access to financial books and records**

*Where are The People's Potato books and records kept and who can have access to them?*

9.2.1 The People's Potato books are kept in The People's Potato head office and on an accounting software.

9.2.2 The People's Potato books, accounts and records for the past seven years must be available for inspection upon request of Board members and Collective members. After seven years, the records will no longer be kept.

# **Section 10: Additional Provisions**

## **10.1 Committees and Advisory Bodies**

10.1.1 The Board of Directors may appoint committees (e.g.; financial & fundraising committee, HR and hiring committee, etc) and other advisory bodies to study various matters and/or perform particular functions. The Board can determine the composition of such committees or delegate this responsibility to the appointed committee chair. Committees can typically include board members, staff, volunteers, and external experts.

10.1.2 The Board of Directors is under no obligation to act upon these committees' recommendations, however there is the assumption of good faith and informed decision-making in place, so that the work of the committee is respected.

10.1.3 Any Member of the Organization may request access to any committee report with the exception of confidential personnel documents.

## **10.2 Amendments to the Bylaws**

10.2.1 The People's Potato Bylaws may be reviewed by the Board of Directors at a Board meeting, and suggested changes must be brought to the Collective before being ratified at an Annual General Meeting or Special General Meeting by the membership. Any changes beyond small amendments to word choice, syntax or correcting typos must be ratified by the members

at the Annual General Meeting or a Special General Meeting. Changes are not effective until ratified by the membership. Small amendments to word choice, syntax, or correcting typos that do not effectively change the content of the Bylaws can be done by Board and Collective members without ratification.

10.2.2 If the Collective would like to propose a change to the Bylaws, this must be presented at a Board meeting prior to being ratified at an Annual General Meeting or Special General Meeting. In the case where there is a lack of consensus on a potential bylaw-change, the Board Chair must ensure that said Bylaw is brought forward to the membership for further discussion and a vote.

10.2.3 Approval by a minimum of three-quarters (75%) of the members who vote who are present at the meeting is needed to pass the resolution to ratify the Bylaws.

10.2.4 Notice of this meeting must include the proposed bylaw amendments and the rationale for the changes shared in advance with the membership.

### **10.3 Dissolution**

10.3.1 The membership must adopt a resolution recommending the organization be dissolved. An AGM or SGM, in accordance with procedures outlined in the Bylaws, must be called. A resolution to dissolve the organization requires that at least 75% of the voting members present at the meetings are in favour of dissolution.

10.3.2 In the event of liquidation or the distribution of assets of the Organization, and after the payment of all of its debts and liabilities, the Organization's remaining assets will be distributed to an organization or charity, mutual aid fund, or project that shares our mandate that the members of the organization have agreed upon.

*This version of the by-laws have been drafted by [Social Impact Consulting](#) in collaboration with the staff and board of The People's Potato in 2024. Thanks to COCo and Literacy Volunteers of Quebec for developing templates and Bylaws and making them publicly accessible. For further clarification of Quebec law regarding nonprofits, please refer to [Educaloi](#).*

