



GLASSWORKS
COOPERATIVE
Affordable - Sustainable - Community

Owen Sound Glassworks Development Co-operative Inc.

By-law 2

Drafted April, 2025



Passed by the Board of Directors on May 9th, 2025

Confirmed by Glassworks Cooperative Members on May 30th 2025

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By-law No.2: a By-law about Electronic Meetings and Balloting of the Owen Sound Glassworks Development Co-operative Inc.

Passed by the Board of Directors on May 9, 2025

Confirmed by the members on May 30, 2025

The purpose of this by-law is to deal with electronic attendance at board and members' meetings, electing directors by ballot and other activities.

Article 1: About This By-law

1.1 Priority of this By-law

This By-law governs over the Organizational By-law 1 and all other co-op by-laws in case of conflict.

1.2 Electronic Participation

(a) Special meaning

In this By-law “electronically” means transmitting information or data by telephone or in other electronic or technological ways, including phone calls, voicemail, fax, e-mail, automated touch phone system, cell phone, computer or computer networks.

(b) Electronic meetings

When meetings are held electronically or have electronic participation, people who attend electronically must be able to reasonably participate in the meeting. They are considered to be present at the meeting for all purposes including quorum.

(c) Electronic notices and documents

Rules about delivering notices and documents to members and to the co-op are stated in section 7.2 (Notices to Members) and section 7.3 (Notices to Co-op). When signed documents or notices are referred to in co-op by-laws, they may not be signed or delivered electronically unless a by-law allows electronic signature or delivery for that type of document or notice.

Article 2: Electronic Members' Meetings

2.1 Electronic Members' Meetings

When a members' meeting is called, the board will decide whether

- ❖ members have to attend in person,
- ❖ members have to attend electronically, or
- ❖ members can attend either in person or electronically.

2.2 Notice of Electronic Members' Meetings

The notice of a members' meeting must state the place of the meeting. If electronic attendance is allowed or required, the notice of meeting will state the details on how members can connect, participate and vote.

2.3 Voting

(a) Right to vote

Every member of the co-op has the right to one vote at any members' meeting. Anyone can vote who is a member at the time of the vote.

(b) Must be present

Members cannot appoint someone else to vote for them. Members can vote only

- ❖ if they are present at the meeting in person;
- ❖ if they are present at the meeting electronically if electronic attendance was stated in the notice of the meeting; or
- ❖ if they vote in advance. See section 3.2(d) (Election Meeting — Advance Voting).

(c) Voting by show of hands

Voting is by show of hands unless there is a secret ballot. If there is electronic attendance, show of hands includes electronic voting and automated electronic voting.

(d) Secret ballot

Directors are elected by secret ballot See section 3.2(c) (Election Meeting - Voting). There can also be a secret ballot where the board decides there should be a secret ballot and states this on the agenda for the meeting. In that case, the board will make sure there are procedures for secret voting for members who attend electronically. There can also be a secret ballot if both the following conditions are satisfied:

- ❖ If the members at the meeting decide by simple majority vote to have a secret ballot; and
- ❖ If electronic attendance was stated in the notice of the meeting, there are procedures for secret voting for members who attend electronically.

Article 3: Board Elections

3.1 Election Procedures

(a) Election Circle

The board will appoint an election Circle or election officer before any members' meeting where there will be an election. The Circle or officers do not have to be members.

(b) General duties of election Circle

- ❖ giving information about the election to the members, including educating members on the duties and responsibilities of the board
- ❖ finding candidates
- ❖ discussing qualification issues with candidates
- ❖ setting a deadline for nominations
- ❖ making sure the election follows the rules stated in the [Co-op Act](#) and the by-laws
- ❖ arranging for ballots to be distributed to members
- ❖ acting as or arranging for returning elections officers to control the ballot boxes and ensure confidentiality of marked ballots.

(c) Nominations

Members can run for a director position by submitting a nomination form that includes the information in Schedule A to this By-law. The form must be signed by the nominee and two other members. The nominee must sign and submit any documents required by the co-operative's policies, by-laws, and the [Co-operative Corporations Act](#). These will take effect if the nominee is elected.

(d) Nomination deadline

The election Circle will establish a deadline for nominations. This must be at least six days before the date of the election meeting. It can extend the deadline to a day at least three days before the date of the election meeting. It can do this before or after the original deadline and regardless of the number of nominations received before the original deadline.

(e) Checking qualifications

The election Circle will review the qualifications of each candidate and, if there is any question, will discuss it with the candidate.

(f) Number of candidates

The election Circle should try to have more candidates than the number of directors to be elected.

(g) Counting votes

The election Circle supervises counting the votes and announces the results. The members' meeting should choose two or more members unrelated to the candidates to count the votes. If there is no election Circle, or if the members do not choose people to count the votes, the chair will decide how the votes will be counted.

3.2 Election Meeting

(a) Annual members' election meeting

Members elect the directors at the annual meeting, but elections can be scheduled for another meeting.

(b) Nominations

The election Circle will present a list of candidates that have been nominated. Nominations from the floor at the election meeting are not permitted.

(c) Voting

Voting will be by secret ballot. The rules in the [Co-op Act](#) must be followed. These include:

- ❖ Members must cast a number of votes equal to the number of positions to be filled. Any ballot which has more or less votes will not be counted.
- ❖ Members cannot vote more than once for a candidate.
- ❖ Governmental organizations, corporations, and Unions that are Members must nominate their one representative through a Council or Board Motion to vote.
- ❖ Members cannot appoint someone else to vote for them.

(d) Advance voting

Members can vote in advance at the co-op office or another polling station set up by the election Circle. The Circle will notify all members of the days and hours when they can vote. Members may have to provide identification. They will be given a ballot to fill in in secret. The filled-in ballots will be put in a sealed box that will not be opened until the election meeting.

(e) Special circumstances

If members cannot vote at the office or polling station because of special circumstances, such as illness or absence during polling hours, they can contact the office or the election Circle. The Circle can arrange for two persons to meet a member at the office or their unit, give them a ballot and put the ballot into a sealed box.

(f) Quorum requirements

There must be a quorum at the election meeting until the final vote is cast. There does not have to be a quorum while the votes are being counted and when the results of the vote are announced.

(g) Most votes

The candidates with the most votes are elected to the board. The number of votes for each candidate or the order in which they finished should not be announced. If applicable, there will be an announcement of:

- ❖ the names of candidates tied for the last position
- ❖ the names of candidates elected for a full term and for a partial term.

(h) Tie vote

If there is a tie for the last position for a full or partial term, the election Circle will meet and decide by chance (such as flipping a coin). There will be no announcement that there was a tie.

(i) Acclamation

If the number of nominees is equal to the number to be elected or less, the chair will declare that the candidates are elected by acclamation.

(j) Lower number elected

If the number of directors elected is lower than the positions available, the vacancies can be filled by the board under section 5.1 (Vacancies).

3.3 Recount

(a) Immediate recount

A member can move to have a recount immediately after the results are announced. If a quorum is still present and at least nine members support the motion, there will be an immediate recount. One of the members who supported the motion can be present during the counting.

(b) Special recount meeting

If there has not been an immediate recount, five percent of the members can requisition a special members' meeting to recount the votes. This requisition must be received during the seven days following the election meeting. There will be a recount at the meeting. One of the members who signed the requisition can be present during the counting. Until the recount, the results announced at the election meeting will stand.

(c) Used ballots

The election Circle or the chair will destroy the ballots, counting records and any electronic records right after a recount. If there is no recount at the election meeting, those items will be kept in a safe place during the seven days following the election meeting. They will be destroyed on the eighth day unless a recount meeting has been requisitioned under this section.

Article 4: Board Procedures

4.1 E-mail notices

Any director can agree in writing to accept notices by email. E-mail can be used to give those directors notices of board meetings, agendas of board meetings and reports and other documents related to board functions. Highly sensitive materials should not be sent by email, but should be distributed at the meeting and all copies should be collected afterwards.

4.2 Phone Meetings

Any or all directors can participate in a board meeting by conference phone or other equipment where all the directors can communicate with each other simultaneously and instantaneously. A director participating in those ways is considered to be present at the meeting.

4.3 Resolutions in Writing

The directors can pass a motion by signature (except a motion to end a member's membership and occupancy rights). The motion must be in writing and signed by all directors. Signature can be in person, by e-mail of a scanned document or through an electronic signing service. Resolutions or motions passed in this way will be included with the minutes of the next board meeting. The same confidentiality requirements apply as if the matter came up at a board meeting.

4.4 Board Polls

(a) Effect of board poll

If no director objects, a board poll can be used to get an advance opinion from the directors. A board poll is not a legal decision. The results have to be reported to the next board meeting. The board poll becomes a legal decision if the board passes a motion to confirm it or all directors sign a resolution in writing to confirm it.

(b) Procedure for board poll

A board poll can be arranged by a decision of the board, by the president or vice-president or by the manager. The poll can be conducted by email, telephone or in other ways. All directors will be given the same information and the opportunity to state their position on the issue.

(c) Acting on board poll

Before the next regular board meeting, action can be taken as a result of a board poll only if

- ❖ the result of the board poll is confirmed by a special board meeting, which could be electronic the result of the board poll is confirmed by a resolution signed by all directors under section 4.3 (Resolutions in Writing), or
- ❖ the action is within the authority of the manager or another person who takes the action.

Article 5: Vacancies in Board

5.1 Vacancies

(a) When members do not elect enough directors

When the members do not elect the full number of directors at an election meeting, the board can appoint a qualified person to fill the vacancy.

(b) If no board quorum

If there is a vacancy and the board no longer has a quorum, the remaining directors must appoint or serve as an election Circle. Article 3 (Board Elections) will apply. The remaining directors must call a members' election meeting as soon as possible after the nomination deadline to elect directors to serve the rest of the terms of the former directors.

(c) If meeting not called

If the remaining directors do not call the members' meeting under the previous paragraph, then any member can call the meeting. The meeting must permit electronic attendance. At the meeting the members elect directors to serve the rest of the terms of the former directors. Candidates must be nominated from the floor and seconded. Section 2.3(d) (Voting – Secret Ballot) applies.

(d) When the members remove a director

When the members remove one or more directors, they can elect any qualified person for the rest of the term of the former director. They can do this only if the meeting permits electronic attendance. Candidates must be nominated from the floor and seconded. Section 2.3(d) (Voting – Secret Ballot) applies. If they do not elect a replacement, the board can appoint a qualified person to fill the vacancy. If the board no longer has a quorum, paragraphs (b) and (c) of this section will apply.

(e) When vacancies occur for any other reason

When there is a vacancy on the board and the previous paragraphs of this section don't apply, the board can appoint a qualified person for the rest of the

term of the former director. The appointment takes effect immediately, but the election of the director must be put on the agenda for the next members' meeting. The appointment will be considered confirmed unless the members elect someone else.

Article 6: Agenda of Members' Meetings

6.1 Meetings

(a) Annual meetings

The agenda for each annual meeting has to include:

- ❖ presenting the financial statements
- ❖ presenting the auditor's report on the financial statements, and
- ❖ appointing the auditor for the next year.

The agenda includes election of directors and reports from the board.

(b) Budget meetings following annual meetings

If an annual operating budget was not included on the annual meeting agenda and put before the members for approval at the annual meeting, the directors shall call a member meeting within 30 days of the annual meeting, the agenda for which must include presenting the annual operating budget for member approval.

(c) All meetings

The agenda for all meetings has to be approved at the meeting. The agenda can only include things referred to in the notice of the meeting or a proposed agenda sent out with the notice. Members cannot vote on anything else, although they can discuss other business without voting.

(d) Proposed agenda

The board has to present a proposed agenda for each members' meeting. The proposed agenda should be sent out with notice of the meeting. It can also be sent out later or presented at the beginning of the meeting, but it can only include things referred to in the notice of the meeting.

(e) Adding items

Any member can have something put on the proposed agenda by sending a written request to the board. The board has to put the item on the proposed agenda for the next members' meeting. If the next meeting is less than fifteen

days after the request is received, the board will put it on the proposed agenda for the following meeting. Anything added to the proposed agenda has to be within the powers of the members as stated in By-law 1 section 1.

6.2 Attendance by Non-Members

(a) Non-members

The board can invite non-members to attend members' meetings. In addition, the chair can permit non-members to attend a members' meeting. Permission can be withdrawn by the chair (including permission given by the board). The members at the meeting can reverse decisions about permission.

(b) Speaking

Non-members can speak at members' meetings only if the chair gives them permission. The members at the meeting can reverse permission to speak.

(c) Manager, Staff and Consultants

The board shall arrange for the manager, staff and consultants to be present at members' meetings to answer questions and explain things.

Article 7: Confidentiality Situations

7.1 No Recording of Meetings

(a) Recording co-op meetings

People present at a co-op meeting can take notes but are not allowed to record the meeting, whether by tape or any other device. This includes members' meetings, board meetings and Circle meetings. It includes the participants in the meeting, such as directors or Circle members, and also members and guests. It applies whether the people are present in person or by conference phone, electronic or other equipment.

(b) Board authorization

The board can authorize taping or recording of meetings to help in minute-taking or for other reasons. Only the board can give the authorization, whether it is for a

board, members' or Circle meeting. The motion to authorize taping or recording must be recorded in the minutes of a board meeting and the duration the recording can be kept before being erased.

Schedule A: Director's Nomination Form

To: Owen Sound Glassworks Development Co-operative Inc.

We nominate _____
to run as a candidate for director of the co-operative at the next election meeting
of members.

Nominator name: _____

Nominator address: _____

Nominator signature: _____

Date of signing: _____

Nominator name: _____

Nominator address: _____

Nominator signature: _____

Date of signing: _____

I accept the nomination. I consent to serve as a director if I am elected.

Candidate signature: _____

Date of signing: _____

Schedule B: Confidentiality & Conflict of Interest Agreement

TO: Owen Sound Glassworks Development Co-operative Inc.

- I am signing this Agreement as a director, officer, Circle member or staff member of the co-op.

Confidentiality

1. I understand that this Agreement applies to;
 - a. Personal information about co-op members and applications
 - b. Confidential information about co-op staff
 - c. Confidential information about the co-op or co-op business
2. I understand that the above is considered confidential information even if I learn about it from a source unrelated to my position with the co-op and even if it is publicly available.
3. I will not tell anyone any confidential or personal information
 - a. that I know through my position with the co-op
 - b. that I learn at meetings related to my position with the co-op, or
 - c. that I know about in any other way
4. I will not disclose, or permit disclosure of any confidential or personal information in any other way.
5. I will safeguard confidential or personal information that I may have.
6. The only exception is when I am authorized by the board or the co-op by-laws to disclose the information. If I am not sure whether information should be kept confidential, I will ask the board for a decision about it.
7. I agree that the above obligations apply while I have my position with the co-op and after I no longer have that position or any connection with the co-op.
8. I will always give the board any information requested by the board. When I no longer have my position with the co-op, I will return all co-op papers and property to the co-op.
9. While I have a position with the co-op, I will not gossip about the co-op or its members or employees.

Conflict of interest

10. Whenever I am involved in a decision or action of the co-op, I will put the best interests of the co-op ahead of my personal interests and the interests of my relatives and friends.

11. A conflict of interest is where I take part in a decision that benefits me or a relative or friend in a way that is different from most co-op members.
12. I understand that some conflicts of interest are prohibited and some situations are manageable as stated in the Organizational By-law.
 - a. **Prohibited conflicts.** I will not become involved in any conflict of interest that is prohibited.
 - b. **Manageable situations.** If I am involved in a potential conflict that is manageable, I will follow the applicable rules as stated in the co-op's Organizational By-law.
13. I promise that I will declare any conflict of interest or situation that could become a conflict of interest as stated in the Organizational By-law. If there is any doubt, I will report the situation to the board, or any Circle that I am on, and they will decide if it is a conflict of interest.
14. I promise that I will abide by the conflict of interest rules and definitions in the Organizational By-law. I promise to ask if I have any questions or if there is anything I don't understand.
15. I also agree to abide by any legal and government requirements about conflict of interest that are not included in co-op by-laws.

General

16. I understand that this Agreement is a binding legal document and I have had the opportunity to obtain legal or other advice before signing it.

Signature: _____

Date: _____

Schedule C: Director's Ethical Conduct Agreement

TO: Owen Sound Glassworks Development Co-operative Inc

- I agree to be a director of the co-op and to do my best to forward the interests of the co-op and the members and the other stakeholders in the co-op.
- I am at least 18 years old and am not bankrupt or incapable of managing property under the [Substitute Decisions Act](#).

Board Procedures (Check one)

- I will accept notices from directors by electronic mail.
- I will **NOT** accept notices to directors by electronic mail.

Duties of a Director

- I will perform my duties as a director honestly, in good faith and in the best interest of the co-op rather than in my personal interest.
- I will use the care, diligence and skill of a reasonably prudent person in performing my duties as a director.
- I will sign and comply with the co-op's Confidentiality and Conflict of Interest Agreement and all legal and government requirements about confidentiality, privacy and conflict of interest.
- I will always give the board any information requested by the board. I will return confidential papers to the co-op when requested. I will delete confidential materials from my computers and electronic devices when requested. When I am no longer on the board, I will return all co-op papers and property to the co-op and I will delete confidential materials from my computers and electronic devices.
- I will attend all board and members' meetings unless excused by the board based on advance notice of absence.
- I will prepare for board meetings and act constructively at all board meetings.
- I will participate in all training programs as decided by the board.

Acting as a Board

- I understand that the board acts as a whole. If I disagree with something the board is considering, I will say so at a board meeting. Once the board has made a decision, I will support that decision or remain silent.

- I understand that directors can act only by a decision at a proper board meeting. Between meetings I have no authority unless the board has given me authority to do something, such as to sign a document.
- I understand that even if the board has given me responsibility for something, the final authority and responsibility stays with the board.
- I understand that, if I am an officer or a member of a Circle, my duties must be performed as directed by the board and within any limits set by the board.

Respect for Others

- As a director I will remain open to other points of view and options. I will not act defensively when directors or members question or disagree with my point of view.
- I will do my best to work together with the other directors for the good of the co-op. I will not let personal dislikes or grudges affect my conduct or decisions.
- I will never make statements which in any way harm, put down or show a lack of respect for other directors, members or staff.
- I will never make statements, take actions or harass anyone in any way that is prohibited under the [Ontario Human Rights Code](#).
- I will make any complaints I may have about the co-op or the co-op's staff only to other directors. I will bring any concerns I may have to the attention of the board.
- I will support the co-op's staff as they carry out their duties and not say or do anything that might cause them to lose respect among the membership or other staff.

Duties as a Member

- I will perform my duties as a co-op member. I will comply with the by-laws of the co-op.
 - I will not be in arrears while I am a director.
- I have read and understood this Agreement and I agree that I will follow it. I understand that, if I break this Agreement, the board of directors can follow the procedure stated in the Organizational By-law to remove me as a director.**

Signature: _____

Print name: _____

Date: _____

The foregoing By-law number 2 was passed by the directors of the Co-operative pursuant to the [Co-operative Co-operatives Act \(Ontario\)](#) as of the 8 day of May, 2025.



Name: Kristopher Stevens


Title: President



Name: Kelsey Carriere

Title: Board Member

Confirmed by at least two-thirds of the votes cast at a General Meeting of Members as of 30th day of May, 2025.



Name: Kristopher Stevens

Title: President



Name: Kelsey Carriere

Title: Board Member