



GLASSWORKS  
COOPERATIVE

Affordable - Sustainable - Community

Owen Sound Glassworks Development Co-operative Inc.

## By-law 3

Drafted April, 2025

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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. 3: A By-law about the Role of Directors of 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

## Article 1: Co-operative Act Requirements

The [Co-op Act](#) states the basic requirements for member control and board of directors responsibility. These are:

### 1.1 Board Responsibility

The board supervises the management of the affairs and business of the co-op.

### 1.2 Member Control

The members do not manage the affairs of the co-op. They have final say only in the ways stated in the [Co-op Act](#). In addition, the by-laws require member approval for certain actions. Examples where member approval is required are:

- ❖ electing directors
- ❖ removing directors
- ❖ approving operating and capital budgets
- ❖ appointing the auditor
- ❖ approving Major Commitments
- ❖ confirming by-laws and by-law changes

## Article 2: Who Can be a Director

### 2.1 Co-op Act

Directors have to be members of the co-op who are at least 18 years old and have the other qualifications stated in the [Co-op Act](#). These qualifications are that a director may not be bankrupt or incapable of managing property under the [Substitute Decisions Act](#). They apply at the time directors are elected and while they are directors. If an existing director no longer has the required qualifications, the position on the board is automatically vacant.

## 2.2 Members of Same Household

Two or more members of the same household may not be directors at the same time.

## 2.3 Ethical Conduct and Confidentiality and Conflict of Interest Agreements

Every director has to sign a Directors' Ethical Conduct Agreement and a Confidentiality and Conflict of Interest Agreement. The Agreements have to be signed before the election or appointment of a director or within ten days afterwards. A signed copy of each Agreement must be given to the manager. If a director fails to do this, the position on the board is automatically vacant.

## 2.4 Issues About Qualification

Any question about whether the member meets the requirements to be a director should be resolved before board elections, if possible. If there is a disagreement, the member can run for the board. If elected, the member will not become a director until the board decides on the question.

# Article 3: Term of Office

## 3.1 Length of Term

Directors serve for terms of two years. A term of two years means a term starting at the end of an annual members' election meeting and ending at the end of the second annual members' election meeting after that. This means that a term will not be exactly two years.

## 3.2 First Meeting of New Board

The board must meet no more than seven (7) days after an annual general members' election meeting or any meeting where more than forty percent of the director positions are elected. The time for the meeting can be postponed only if all directors sign a consent to postpone it. Until the board meeting, the co-op signing officers prior to the election will keep their responsibilities under this By-law.

## 3.3 Staggered Terms

Directors' terms will be staggered so that in one year about half the directors will be elected for two-year terms and in the next year the other directors will be elected for two-year terms. If there is a vacancy, the replacement will serve for the remainder of the former director's term.

### (a) Staggered terms – first election after this By-law passed by members

The first election held under this By-law will require that greater than half of the directors be elected for one year terms and the remaining directors will be elected for two year terms. The directors standing for election must specify in their nomination form, whether they intend to stand for a one year term, or a two year term.

## 3.4 Election for Partial Terms

Sometimes a single election is for directors with full terms and partial terms. An example would be where a director resigned and the board did not appoint someone. At those elections the candidates with the largest number of votes will be elected to the full terms. If there is a tie for the last full-term position, the board will decide. The decision will be recorded in the board minutes.

# Article 4: Role of the Board of Directors

## 4.1 Duties of the Board of Directors

The board is responsible for the good governance of the co-op. The board supervises the strategic planning and management of the co-op. It can use all the powers of the co-op, unless the [Co-op Act](#) or the by-laws say that a members' meeting is needed to decide on something. Some of the board's duties are to:

- (a) **Members**
  - ❖ approve or refuse membership applications
  - ❖ call members' meetings and decide about electronic attendance
  - ❖ present an agenda to the members
  - ❖ report to the members on the activities of the board and Circles
  - ❖ pay attention to the community needs of the members
  - ❖ make sure that education about co-ops is available to members
- (b) **Finances**
  - ❖ oversee the financial affairs of the co-op
  - ❖ present a budget to the members
  - ❖ make financial decisions for the co-op within the budget and by-laws
  - ❖ arrange for long-term financial planning based on expected future needs of the co-op
  - ❖ report to the members on the co-op's finances
- (c) **Risk management**
  - ❖ make sure the co-op has appropriate insurance for the co-op property and for co-op liability
  - ❖ make sure that other kinds of insurance are maintained if prudent and cost-effective, such as directors' and officers' liability insurance and employee and contractor dishonesty insurance or bonding
  - ❖ make sure the co-op's electronic records and data are backed up and protected
- (d) **Organization**
  - ❖ make sure that co-op by-laws are reviewed regularly
  - ❖ invest in board and staff/consultant training at least one time per year
  - ❖ have a clear outline of the responsibilities of Circles and staff
  - ❖ direct and coordinate the activities of Circles, staff and consultants
  - ❖ involve the co-op in the broader co-operative movement and in the local community
- (e) **Staffing and Consultants**
  - ❖ deal with staffing and consultants

## 4.2 Circles and Staff

The board can arrange for things to be done by Circles, staff or consultants. The board has to supervise them. The board has final responsibility and can overrule Circles, staff or consultants.

## 4.3 Powers of Individual Directors

The board of directors can act only by a decision of the board as a whole. Individual

directors have no authority to act except as stated in a by-law or as authorized by a decision at a board meeting.

#### 4.4 Standard of Care

Standards of care required for a director are stated in the [Co-op Act](#) and other laws. A director must

- ❖ act honestly, in good faith and in the best interests of the co-op rather than in the director's personal interest, and
- ❖ use the care, diligence and skill of a reasonably prudent person.

#### 4.5 Performance of Directors' Duties

Each director must

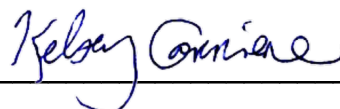
- ❖ attend all board and members' meetings unless excused by the board based on advance notice of absence or later information if advance notice was not possible
- ❖ prepare for all meetings
- ❖ comply with the co-op by-laws and with board decisions, and
- ❖ comply with the Directors' Ethical Conduct Agreement and the Confidentiality and Conflict of Interest Agreement.

The foregoing By-law number 3 was passed by the directors of the Co-operative pursuant to the [Co-operative Co-operatives Act \(Ontario\)](#) as of the 8th 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