

3. Membership of the Board

3.1 Board Membership

The CFO Board of Directors is comprised of 9 elected farmer-members one from each geographical district.

3.2 Term of Office

The election of a Director to the Board occurs by District every 2nd year alternately in two groups, i.e. Districts 1 - 5 in one group and the other group consisting of Districts 6 - 9. The term of office of each person elected under this section starts on the day of the annual meeting of the Board after the election and expires when that Director's successor takes office.

3.3 Election Procedures

The Board Directors elect their officers, namely the Chair, First Vice-Chair and Second Vice-Chair, all of whom constitute the Nominating Committee as well as Board representative positions. This occurs at the first meeting of the newly elected Board, usually at the conclusion of each CFO Annual Meeting but not later than thirty (30) days after the election of the Board members. The role of the Nominating Committee is to meet once following the Annual Meeting to make initial assignments of CFO Directors to Board Committees and industry associations. Responsibility for this activity shifts to the Governance and Leadership Committee ("G&L") for the remainder of the year.

Elections are supervised by an Election's Officer (usually someone from our legal counsel) and a scrutineer (both appointed by the Board Directors prior to the elections meeting), who collect and count the votes. All nominations and elections for Chair, Executive and Board Representatives are done by secret ballot (refer to Schedule 1 and Schedule 2 of By-Law No.23).

The G&L committee appoints the Chairs of each committee and includes the CFO Chair as an ex officio member.

3.4 Officers

The elected Officers of the Board are the CFO Chair, First Vice-Chair and Second Vice-Chair. The office of Chief Executive Officer/Secretary Treasurer is an appointed staff position. The Chief Executive Officer/Secretary Treasurer is delegated the authority to sign cheques, contracts and invest CFO funds. Refer to By-Law No. 23.

3.5 Vacancy in Office

If the office of the Chair, Vice-Chairs or any Committee member becomes vacant by reason of death, resignation, disqualification or otherwise, the members of the Board of Directors shall, at the next CFO meeting, elect or appoint a successor to fill such vacancy.