

# BYLAWS OF THE SASKATCHEWAN SEED GROWERS' ASSOCIATION, INC.

## Article I - Name

1. The name of this Association shall be "Saskatchewan Seed Growers' Association, Inc." hereinafter referred to as the "Association".

## Article II - Head Office

1. The head office of the Association shall be located in the Province of Saskatchewan.

## Article III - Business Year

1. The business year of the Association shall be from December 1 to November 30 inclusive.

## Article IV - Objectives

1. The objectives of the Association shall be to:
  - a) serve as the official voice of members to industry and government;
  - b) provide members with learning and networking opportunities;
  - c) advocate for the issues and policies important to members; and
  - d) build strong relationships with key industry partners.

## Article V - Membership

1. The Association shall admit as a voting member:
  - a) any producer of pedigreed seed in Saskatchewan who is in good standing as a member of CSGA and who has paid the membership fee of this Association;
  - b) any Robertson Associate resident in Saskatchewan; and
  - c) any Honorary member who has been elected by at least a three-quarters vote of the members in a general meeting based upon having rendered distinguished service to the Association, or to Saskatchewan agriculture in general, or because of active contribution to the improvement of Saskatchewan field crops.

## Article VI - Membership Fees

1. There shall be an annual membership fee as may be determined from time to time by a majority vote of the members in a general meeting.

## Article VII - Board of Directors

1. The Board of Directors shall consist of: the immediate Past President, a President, a Vice President, two (2) Saskatchewan Directors of CSGA and four (4) other Directors, each of whom shall be entitled to vote.
2. The President and Vice President shall be elected at each annual general meeting.

3. Two (2) of the four (4) other Directors of the Association and one (1) of the two (2) nominees to the CSGA Board of Directors shall be elected at each annual general meeting for a two-year term, unless because of disqualification(s) under Sections 7 and 8 below, additional Director(s) are required, then the newly elected Director obtaining the fewest votes shall complete the shortest term of office.
4. The immediate Past President, President, Vice President and other Directors shall be bona fide grower members.
5. A retiring Director shall be eligible for re-election, except no Director may serve for more than ten (10) years continuously.
6. Five (5) members of the Board of Directors shall constitute a quorum for the purpose of a meeting of the Board of Directors.
7. A Director shall become disqualified if that Director:
  - a) resigns from office; or
  - b) is no longer entitled to vote as outlined in Article V above; or
  - c) absents herself/himself from two (2) consecutive regular meetings of the Board of Directors, unless such absence is approved by a resolution of the Board of Directors.
8. If a Director becomes disqualified, or dies, during his/her term of office, the Board of Directors may appoint a replacement to hold office until the next annual general meeting, provided that at least two (2) months remain before that meeting.

#### **Article VIII - Powers and Duties of the Board of Directors**

1. The Board of Directors shall:
  - a) manage the affairs of the Association;
  - b) appoint committees as required; and
  - c) appoint an Executive Director to manage the routine affairs of the Association.
2. The Board of Directors shall ensure that plans are made and that action is taken to ensure the future welfare of the Association.
3. The President shall be the chief executive officer of the Association and shall preside at all general meetings and Board of Directors' meetings.
4. The Vice President shall assist the President and shall perform all the duties of the President if the President is absent or unable to act.

#### **Article IX - General Meetings**

1. A general meeting of the members shall be held annually at a time and place as determined by the Board of Directors.
2. The Board of Directors may call a special general meeting of the members at any time.

3. Upon receipt of a petition duly signed by at least fifty (50) voting members, the Board of Directors shall call a general meeting.
4. A notice of a general meeting of the members may be sent or filed by fax, email or other method of electronic transmission to each member not less than fifteen (15) days or more than fifty (50) days before the annual general meeting or special general meeting.
5. Twenty-five (25) voting members personally present shall constitute a quorum for any general meeting.
6. Except where otherwise provided in the Bylaws, Robert's Revised Rules of Order shall apply.

#### **Article X - Board of Directors Meetings**

1. The Board of Directors shall hold at least one (1) meeting per year in addition to any meetings held in conjunction with the annual general meeting.
2. A notice of a meeting of the Board of Directors may be sent or filed by fax, email or other method of electronic transmission at least ten (10) days prior to the date of the meeting.

#### **Article XI - Auditor**

1. The financial records and books of the Association shall be audited annually by a duly accredited accountant who shall be appointed by the members at each annual general meeting.
2. A copy of the audited annual financial report shall be made available to every member.

#### **Article XII - Advisory Committees**

1. The Board of Directors may appoint special Advisory Committees consisting of representatives from provincial and federal government agencies and departments and/or universities to assist and advise on policies and programs for better achieving the objectives of the Association.

#### **Article XIII - Seal and Signing officers**

1. The Association shall adopt a common seal, in the form impressed on the margin hereof, which shall be kept at the head office of the Association, and all documents required to be sealed shall be approved by the Board of Directors and shall be sealed in the presence of the President or the Vice President.
2. The Board of Directors shall annually designate those persons who may authorize payments and sign other documents on behalf of the Board of Directors.
3. The Executive Director shall be bonded to an amount established annually by the

Board of Directors.

**Article XIV - Amendment of Bylaws**

1. Any member wishing to propose an amendment of these Bylaws shall submit a proposal in writing together with the reasons for the proposed change to the Executive Director at least ninety (90) days prior to the next annual general meeting.
2. Notice of intention to recommend any change in these Bylaws shall be not less than fifteen (15) days or more than fifty (50) days before the annual general meeting or special general meeting.
3. No amendment of these Bylaws may be made unless it is approved by at least three-quarters of all members voting thereon at an annual general meeting or special general meeting.

**Article XV - Dissolution**

1. Subject to the provisions of the Non-Profit Corporations Act of the Province of Saskatchewan, upon dissolution of the Association, its assets and properties shall, after settlement of all liabilities, be donated to such benevolent purposes as may be determined by the members in a general meeting.

**Article XVI - Approval**

1. These Bylaws were approved as recorded above at the annual general meeting held in the City of Saskatoon in the Province of Saskatchewan on the 17th day of January, 2019, AD, in witness thereof, we, the undersigned have hereto subscribed our names.



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Cathy Fedoruk, President



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Shawn Fraser, Vice President