

# Bylaws of the Alberta Seed Growers Association

---

## 1. Name

The name of the Association shall be (insert new name) hereinafter referred to as the Association.

## 2. Seal

The Association shall not have a seal.

## 3. Fees

Membership fees may be levied at the discretion of the Association at their Annual General Meeting.

## 4. Membership

### a) *Regular Member:*

This Association shall admit as regular members any person, partnership, or organization who is in good standing as an active regular member of The Canadian Seed Growers' Association ("CGSA") and who produces or undertakes to produce pedigreed propagating seed stocks in Alberta or British Columbia.

A designated representative of the CGSA who produces or undertakes to produce pedigreed propagating seed stocks in Alberta or British Columbia to represent such member in the Association as a Regular Member.

The Regular Member designated as the representative of the CGSA may also hereinafter be called a "National Grower Member", and any other Regular Member may hereinafter be called a "Provincial Grower Member" or Provincial Grower Director", as the case may be.

### b) *Associate Member:*

This Association shall admit as non-voting Associate members any

persons actively engaged in work closely affecting the improvement and production of Pedigreed Seed in Alberta or British Columbia.

c) ***Honorary Members and Robertson Associates:***

The Directors may by a majority vote, present to the Annual General Meeting for membership any person who rendered distinguished service to the provincial organization as a non-voting Honorary Member and any Robertson Associates from Alberta or British Columbia appointed by CSGA as non-voting members.

**5. Duties of Membership**

It shall be the duty of any member who is producing any plant propagating stocks for pedigree status:

- a) To comply with all the regulations and bylaws of the Canadian Seed Growers' Association.
- b) To conform at all times to the bylaws of the Association.
- c) To give notice in writing to the Board through its Administrator of any wish to withdraw from membership.
- d) To maintain a current position on any fees or dues. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association until any outstanding fees are paid.
- e) To expel from membership any member for any cause which the Association may deem reasonable, by a majority vote of Regular Members of the Association in good standing, at an Annual General Meeting, or at a Special General Meeting called for that purpose.
- f) To serve on Association committees at the discretion of the board or provide advice to the board at the request of a committee chair or the Association president.

**6. Meetings of Members**

- a) The Association shall hold an Annual General Meeting at a time and place to be designated by the Board, or electronically, as that term is defined in the Societies Act. Notice in writing to the last known address

of each member shall be mailed 30 calendar days prior to the date of the meeting, where members are to be present in person, or transmitted by email 21 calendar days prior to the date of the meeting, stating the date and time and electronic mode of the meeting, where meeting to be held electronically.

- b) A Special General Meeting may be called to deal with urgent business which cannot wait until the next regular meeting, which shall be by letter to the last known address of each member, or delivered as set out in subparagraph (a) above if meeting to be held electronically, eight days prior to the meeting. Such meetings shall be convened by the Executive Committee or by written requisition of not less than 20 percent (20%) of voting members, which requisition will state the purpose for which the meeting is desired, and shall be held at such date, time and place in Alberta or British Columbia as the Executive shall determine.
- c) Failure of a member to receive notification of a meeting will not invalidate any proceedings taken thereat.
- d) Fifteen members shall constitute a quorum at any meeting.
- e) Any Regular Member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the Association. Honorary members and Robertson Associates shall not have the right to vote at a meeting of members.
- f) There will be no voting by proxy at meetings of members.

## **7. Powers and Rules of Order**

The powers and rules of order and procedure at all meetings shall be as provided in the bylaws. In cases where these governing bylaws are silent the Association will refer to published rules as agreed upon by those in attendance, for clarification on meetings procedures and/or appropriate rules of order.

## **8. Board of Directors**

- a) (i) The Board of Directors shall consist of: the immediate Past President and six Provincial Grower Directors, at least four of whom shall be from Alberta.
- (ii) Up to two National Grower Directors according to the criteria of the CGSA, one to be nominated in the first year and the other

to be nominated in the next year, by Regular Members of the Association at the annual general meeting.

(iii) One Provincial Government Advisor to the Board who is not a director appointed by the Minister of Agriculture or other representative of the Province of Alberta.

(iv) In addition one Provincial Government Advisor to the Board who is not a director appointed by the Minister of Agriculture or other representative of the Province of British Columbia.

- b) The term of office of the Provincial Grower Directors shall be for two years, one half of the director positions to be filled each year. A director position may be filled for a one-year term to avoid a situation of more than half of the board positions being open for election in any future year. Retiring directors shall be eligible for re-election.
- c) The term of office of the National Grower Directors shall be two years. The National Grower Directors shall be nominated for the CSGA Board in alternating years at the Annual General Meeting. A director position may be filled for a one-year term to establish alternating terms. Retiring directors shall be eligible for re-election.
- d) A candidate for nomination for a Provincial Grower Director or a National Grower Director shall be an active individual Regular Member for a minimum of 2 years.
- e) A Provincial Grower Director or a National Grower Director of the Association shall cease to hold office if membership in the Association is not maintained.
- f) The Board may make appointments to fill unexpired terms of office.
- g) The Directors shall elect annually from their number a President and a Vice-President.
- h) The Directors and Officers of the Association are indemnified and saved harmless out of the Association except such costs, charges or expenses as are occasioned by the Director and Officer's own willful neglect or default.
- i) Any director or officer of the Association, upon a majority vote of all

members in good standing at an annual meeting, may be removed from office for any cause which the Association may deem reasonable.

- j) The Association and/or its Board of Directors may by special resolution, (where a  $\frac{3}{4}$  majority vote is required) remove any director before the expiration of their period of office, and may by an ordinary resolution (passed by a simple majority) appoint another person in their stead; the person so appointed shall be subject to retirement at the same time as if they had become a director on the day on which the director in whose place they are appointed, was last elected a director.
- k) Advisors may be appointed to participate in board meetings at the discretion of the board by a simple majority. Such advisors are deemed non-voting, and shall support the board in discussions that pertain to their area of expertise.
- l) All elected board members and appointed advisors shall represent the best interests of the Association and its members as an individual and not as the company, association or affiliate that designated them as Regular Members or directors.

## **9. Duties of the Board of Directors**

- a) Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Association.
- b) The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.

## **10. Meetings of the Board**

- a) Meetings of the Board shall be held as often as may be required, but at least once every quarter, and shall be called by the President. Notice of meetings of the Board may be made verbally at a meeting of members of the Association, or may be transmitted electronically to each member of the Board at least 14 calendar days prior to the date named for holding of the meeting. Notice shall be deemed to be properly given if transmitted electronically to each director at the last known email address appearing on the books of the Association.
- b) A special meeting of the Board may be called on the instructions of any two directors thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.

- i) Special Meetings of the Board shall be called by three calendar days' notice to each director, or earlier if agreed to by all directors, by telephone, email, or other electronic transmission.
- ii) A Special Meeting of the Board may be held in person, or electronically, provided that the minutes of any business transactions approved at such meetings must be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- c) A simple majority shall constitute a quorum.
- d) There will be no voting by proxy at Board meetings.

## **11. Remuneration**

- a) Directors & Officers may be reimbursed for expenses incurred by them on the business of the Association as authorized by the Executive Committee.
- b) Directors & Officers may receive remuneration for services rendered by them to the Association as authorized by the Executive Committee.

## **12. Travelling Expenses**

The directors and officers of the Association shall be entitled to travelling expenses, necessarily incurred by them while on the business of the Association. The directors and officers of the Association may authorize payment of travelling expenses of any person invited in a consultative capacity to attend any meeting or function of the Association.

The Board shall set the rate of reimbursement for expenses incurred in Association business.

## **13. Officers**

The officers of the Association shall be the President, Vice-president, Treasurer, Secretary and Administrator. The offices of the Administrator, Secretary and Treasurer may be filled by one person at the discretion of the Board.

## **14. President**

The President, by virtue of the office held, shall be a member of all committees. The President shall, when present, preside at all meetings of the Association and of the Board. In the Presidents absence the Vice-President shall preside at any such

meetings, and in the absence of both, a chairman shall be elected by the meeting to preside thereat.

#### **15. Executive Committee**

- a) The Executive Committee shall consist of the immediate Past President, President, Vice-President, each of whom shall be voting members of the Committee and the Administrator who shall not have a vote. The President and Vice President shall be elected by the board at a meeting of the Board following the annual general meeting.
- b) It shall be the duty of the Executive Committee to do such acts and things as are, by the by-laws, required to be done by it and, between meetings of the Board, to transact the business of the Association with respect to all such matters as are not specifically assigned to the Board of Directors by statute or by the by-laws. The Executive Committee shall report any such activities at each Board meeting.
- c) The Executive Committee shall meet at the call of the President at such times and places the President deems expedient.

#### **16. Signing Officers**

All cheques, drafts or order for the payment of money, all notes, contracts, acceptances and bills of exchange, documents or any instruments in writing, requiring the signature of the Association, shall be signed by any two of the following officers: President, Vice President, Past President or as designated by the Executive Committee and/or board of directors.

#### **17. Administrator**

- a) It shall be the duty of the Administrator to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. In the event that the bylaws are amended to provide that the Association have a seal, the Administrator shall have charge of the Seal of the Association which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President. In case of the absence of the Administrator, the Administrator's duties shall be discharged by such officer as may be appointed by the Board. The Administrator shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
- b) The Administrator shall also keep a record of all the members of the Association and their addresses send all notices of the various meetings

as required and shall collect and receive the annual dues or assessments levied by the Association, such monies to be promptly turned over to the Treasurer for deposit in a Financial Institution as hereinafter required.

- c) The Board shall appoint the Administrator.
- d) The term of office, remuneration and other responsibilities of the Administrator shall be determined by the Board.

#### **18. Treasurer**

- a) The Treasurer shall receive all monies paid to the Association and shall be responsible for the deposit of same in whatever Financial Institution the Board may order. They shall properly account for the funds of the Association and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited by the auditor, appointed by the members, as hereinafter set forth of the financial position of the Association and submit a copy of the same to the Administrator for the records of the Association.
- b) The Board shall appoint a Treasurer who is capable of being bondable, but the Treasurer does not need to be bonded.
- c) The term of office, remuneration and other responsibilities of the Treasurer shall be determined by the Board.

#### **19. Nominations Committee**

The Nominations Committee shall consist of a Past President as chairman and at least two additional members selected by the chairman of the Nominations Committee.

#### **20. Resolutions Committee**

The Resolutions Committee shall consist of the Vice-President as chairman and at least two additional members selected by the chairman of the Resolutions Committee.

#### **21. Borrowing Powers**

The Association shall not borrow money.

#### **22. Auditing**



The books, accounts and records of the Administrator and/or Treasurer shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be provided by such auditor for the Annual Meeting of the Association. The audited statement shall be available at the Annual meeting. Upon request by the membership, they may review the records and books by contacting the association's office. The fiscal year of the Association shall be December 1 to November 30 of each year.

**23. Amendments to Bylaws**

The bylaws may be rescinded, altered or added to by a "Special Resolution".

**DATED this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.**

\_\_\_\_\_  
President

\_\_\_\_\_  
Administrator