

**BYLAWS
OF
Alberta Seed Growers' Association**

1. Name

The name of the Association shall be the Alberta Seed Growers' Association herein after referred to as the Association.

2. Seal

The seal, an impression whereof is stamped on the margin hereof, shall be the Corporate Seal of the Association.

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 and who produces or undertakes to produce pedigreed propagating seed stocks in Alberta.

A Designated Representative of a Non-Individual Member approved to represent such member by the Canadian Seed Growers' Association also becomes the individual representing such member in the Alberta Association, who would attend and vote on its behalf at meetings of members. This representative qualifies for a position of director but the director position in itself is not granted to the Non Individual member.

A Regular Member may herein after be referred to as "member" or plural thereof

b) Associate Member

This Association shall admit as Associate members any persons actively engaged in work closely affecting the improvement and production of Pedigreed Seed in Alberta.

- c) Honorary Member
The Directors may by a majority vote, present to the Annual General Meeting, any person who rendered distinguished service to the provincial organization as an Honorary Member.

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 Secretary 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 members of the Association in good standing, at an Annual General Meeting.

6. Meetings of Members

- a) The Association shall hold an Annual General Meeting at a time and place to be designated by the Board. Notice in writing to the last known address of each member shall be mailed 30 calendar days prior to the date of the meeting.
- 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, delivered 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 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 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.
- 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 rules of order.

8. Board of Directors

- a) The Board of Directors shall consist of: the immediate Past President and six Provincial Grower Directors.
Up to two National Grower Directors according to the criteria of the National Association.
And one National Director appointed by the Minister of Agriculture of the province of Alberta.
- b) The term of office of the Provincial Directors shall be for two years. One half of the director positions are 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 Director shall be two years. The Alberta National Grower Directors shall be elected 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 Provincial or National Director shall be an active individual Regular Member and have at least four consecutive years of membership in the Association immediately prior to nomination.

- e) A Provincial or National 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) An elected board member shall represent the best interests of the Association and its members as an individual and not as a company, association or affiliate.

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 three months, and shall be called by the President.

- b) Notice of meetings of the Board may be made verbally at a meeting of members of the Association, or may be mailed, faxed or 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 mailed, faxed or transmitted electronically to each director at the last known address appearing on the books the Association.
- c) 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 10 calendar days' notice in writing mailed to each director or by three calendar days' notice to each director by telephone, e-mail, fax letter or other electronic transmission. Or earlier if agreed to by all.
 - ii) A Special Meeting of the Board may be held in person, or by Virtual Meeting (teleconference, video conference, mail, fax or e-mail) provided, however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- d) A simple majority shall constitute a quorum.
- e) 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.
- b) Directors & Officers may receive remuneration for services rendered by them to the Association as authorized by the Executive.

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. 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.

14. Executive Committee

- a) The Executive Committee shall consist of the immediate Past President, President, Vice-President and Secretary and/or Treasurer. The President and Vice President are 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 is to 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.

15. 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, Treasurer, or as designated by the executive and/or board of directors.

16. Secretary

- a) It shall be the duty of the secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. The Secretary 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 Secretary, the Secretary's duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
- b) The Secretary 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 a Secretary.
- d) The term of office, remuneration and other responsibilities shall be determined by the Board.

17. 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 Secretary for the records of the Association.
- b) The office of the Secretary and Treasurer may be filled by one person at the discretion of the Board.
- c) The Board shall appoint a Treasurer who is bondable.

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

18. 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.

19. 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.

20. Borrowing Powers

The Association shall not borrow money.

21. Auditing

The books, accounts and records of the Secretary 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.

22. Amendments to Bylaws

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

DATED this _____ day of _____ 20_____.

President

affix
seal

Secretary