

# *Bylaws of the Saskatchewan Soil Conservation Association Inc.*

## **Preamble:**

**WHEREAS** the Saskatchewan Soil Conservation Association was formed on the 18th day of February, 1987;

**THEREFORE**, the Association makes bylaws as follows:

## **TITLE**

### **Title**

1. These bylaws may be cited as the Bylaws of the Saskatchewan Soil Conservation Association Inc..

## **INTERPRETATION**

### **Definitions**

2. (1) In these bylaws:
- (a) "Association" means Saskatchewan Soil Conservation Association Inc.;
  - (b) The term "ex officio" means by virtue of his office and does not limit the rights, duties and capacity of any person who is, ex officio, a director, member of a committee or the holder of any other office.

(3) In these bylaws, any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the Act.

## **OBJECTIVES**

### **Aims and purposes**

3. The "Mission" and "Vision" of the Association are:
- (a) Mission: to promote conservation agriculture systems that improve the land and environment for future generations.
  - (b) Vision: to be the recognised driver and facilitator of change that leads to conservation agriculture being practiced on prairie agricultural land.

## **MEMBERSHIP**

4. The membership of the Association shall consist of:

- (a) full members;
- (b) associate members;
- (c) supporting members.

5. (1) A full member is entitled to all privileges of membership including the right to vote at the meetings of members and to hold office as a ~~regional director or director-at-large~~ and as President or First Vice President or Second Vice President.

(2) An associate member is entitled to all privileges of membership including the right to vote at the meetings of members and to hold office as a director. ~~-at-large.~~

(3) A supporting member is entitled to all privileges of membership including the right to vote at the meetings of members and to hold office as a director. ~~-at-large.~~

6. (1) Any person or farming unit that is a bona-fide farmer and who is interested in soil conservation may become a full member.

(2) Any individual who is interested in soil conservation may become an associate member.

(3) Any corporation, organization, institution or agency that is interested in soil conservation may become a supporting member.

(4) The Board of Directors may at any time or from time to time re-designate any member to a different category.

7. Annual membership fees payable to the Association shall be prescribed by the directors and shall be for a calendar year and must be paid in full to vote at annual meetings.

8. Any person or group that is eligible for admission to membership may, upon payment of the prescribed fee, be admitted to membership by resolution of the directors in the class which is appropriate.

9. Upon termination of membership for cause or otherwise, a member is not entitled to any refund of membership fees paid.

## MEETING OF MEMBERS

10. (1) An annual meeting of members shall be held early in the calendar year at a time and place to be fixed by the previous annual meeting or by the directors.

(2) The president may call a special general meeting of members at any time but shall do so upon the written request of at least 5% of the regular members.

11. (1) All business transacted at an annual meeting, except consideration of the financial statements, auditor's report, election of directors and reappointment of the incumbent auditor, and all business transacted at any other meeting of members, is deemed to be special business.

(2) No special business may be transacted unless the notice of meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgement thereon.

(3) Any member may submit to the Association notice of any matter that it proposes to raise and discuss at the meeting and notice of the proposal shall be given with the notice of the next meeting of members.

12. Notice of the time and place of a meeting shall be sent, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor.

13. (1) At every meeting of members, each regular member is entitled to one vote on each question.

(2) Voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member before or after a vote by show of hands.

### Quorum

14. Twenty members personally present at the opening of a meeting shall constitute a quorum.

### Rules of Order

15. The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

## DIRECTORS

### Number of Directors

16. (1) The board of the Association shall consist of:

(2) The executive of the board of directors shall consist of:

- (a) a president (full member);
- (b) a first vice president (full member)
- (c) a second vice president (full member); and
- (d) the executive manager (~~ex officio~~).

**Inserted:** <#>eleven directors, of whom no less than six shall be full members and no less than two shall be associate or supporting members¶  
<#>the executive manager (non-voting).¶

**Inserted:** non-voting

### Term of Office

17. (1) Each regional director shall be elected for a three-year term by the membership located within his/her region. He/she shall be eligible for a second three year term only, but must be re-elected. After serving a second year term, a director may be elected after being off the board for one term.

~~(2) Each director at large shall be elected for a three year term by the total membership. He/she shall be eligible for a second consecutive three year term only, but must be re-elected. After serving a second year term, a director may be elected after being off the board for one term.~~

(2) The president shall be elected annually by the board of directors. The president shall not be eligible to hold office for more than two consecutive terms.

(3) A first vice president and a second vice president shall be elected by the board of directors.

### Election Procedures

18. (1) Nomination papers for a regional director shall be signed by three members resident in the region and forwarded to the SSCA head office by September 30th.

**Inserted:** president in time for an election by the membership at the annual meeting

~~(2) Nomination papers for a director at large shall be signed by three members and forwarded to the SSCA head office by September 30th.~~

~~(3) Appropriate ballots will be forwarded to the membership by October 31st.~~

(2) The president, the first vice president and the second vice president shall be elected by the board of directors from among the full members on the board immediately following the annual meeting.

19. (1) The Association may, by ordinary resolution, at a meeting of members called for the purposes, remove any director or directors from office.

(2) The directors, or members in general meeting, may fill any vacancy among the directors by

appointing a director to hold office for the unexpired term of the director whom he is replacing.

**Notice of Directors**

20. (1) Every director shall be given by letter, telephone or otherwise at least five days notice of every meeting of directors.

(2) The directors may at any meeting decide to hold regular meetings by adopting a resolution stating the day, hour and place of the regular meetings and no further notice of those meetings shall be required.

(3) A director may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by stating by letter, telephone or otherwise.

**Quorum**

21. A majority of directors constitutes a quorum at a meeting of directors.

**COMMITTEES**

**Standing committees**

22. (1) Any standing committees required shall be determined by the directors.

(2) The duties of the standing committees shall be assigned to them by the directors.

**Special committees**

23. The directors may provide for special committees and may assign duties to them.

**Appointment of committee**

24. (1) The committee chairman shall be appointed from among the directors by the president but every appointment shall be subject to confirmation by the directors.

(2) The members of each committee shall be appointed from among the directors or members by its chairman.

(3) The number of members on a committee shall be determined by the chairman of the committee but all appointments shall be subject to confirmation by the directors.

(4) Committee members may meet, adjourn and otherwise regulate their meetings as they may determine.

**OFFICERS AND THEIR DUTIES**

**Duties of Directors**

25. (1) The directors shall manage the activities and officers affairs of the Association.

(2) Every director and officer of the Association shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**Duties of President**

26. (1) The president shall be the chief officer of the Association and it shall be his duty to be vigilant and active in promoting the objects of the Association.

(2) The president shall preside at meetings of the Association and of the directors.

**Duties of the First Vice President and Second Vice President**

27. (1) The First Vice President and the Second Vice President shall assist the president in the performance of his duties.

(2) The First Vice President shall act in the absence or inability of the president.

(3) The Second Vice President shall act in the absence or inability of both the president and the First Vice President.

**FINANCIAL AFFAIRS**

**Fiscal Year**

28. The fiscal year of the Association shall end on the 31st day of October of each year.

**Records**

29. The directors shall keep proper records and accounts of all transactions of the Association.

**Budgets**

30. Each year, on or before the commencement of the new fiscal year, a budget setting forth details of the estimated revenues and expenditures of the Association for the ensuing fiscal year shall be prepared and submitted to the directors.

**Financial disclosure**

31. (1) The directors shall place before the members at every annual meeting:

- (a) financial statements for the year ended not more than 6 months before the annual meeting;
- (b) the report of the auditor; and
- (c) any further information respecting the financial affairs of the association.

(2) The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.

(3) No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the auditor.

(4) The Association shall send to each member financial statements and the report of the auditor or may, in lieu thereof, publish a notice stating the documents are available at the office of the Association and that any member may, upon request, obtain a copy free of charge by prepaid mail to his address or by calling at the office during usual business hours.

(5) The Association shall, not less than 15 days before each annual meeting, send a copy of its financial statements and report of the auditor to each member and to the Director, Corporations Branch.

**Funds, etc., to be in the name of the Association**

32. (1) All funds of the Association shall be deposited in one or more accounts in the name of the Association at a chartered bank, trust company or credit union, designated by the directors.

(2) All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Association and signed in accordance with resolutions passed by the directors for that purpose.

**Remuneration of**

33. (1) Remuneration shall be paid to the directors and members of the Association in compensation for travel and sustenance while on Association business at rates approved by the directors.

(2) An honorarium shall be paid to the directors for each day of attendance at a board meeting at a rate approved by the directors.

**LIQUIDATION AND DISSOLUTION**

**Distribution of**

34. (1) The remaining property of the Association remaining property shall, in the course of liquidation and dissolution, be distributed in accordance with the articles of the Association.

(2) The articles provide that the remaining property of the Association shall, in the course of liquidation and dissolution, be transferred to a suitable organization as allowed in the Act.

**AMENDMENT TO BYLAWS**

35. (1) The directors may, by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of the Association.

(2) The directors shall submit any bylaws, or any amendment or repeal thereof to the annual meeting of members and the members may, by ordinary resolution, confirm, reject, or amend the bylaws, amendment or repeal.

(3) Any bylaws, or an amendment or repeal thereof is effective from the day of the resolution until confirmed, confirmed as amended, or rejected by the members.

(4) If any bylaws, or any amendment or repeal thereof is rejected by the members or is not submitted to the annual meeting of members, the bylaws, amendment or repeal thereof ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the members.

(5) Except in the case of first bylaws made by the directors, every bylaw, amendment or repeal thereof shall state an effective date which shall not be more than 30 days from the day on which the bylaw, amendment or repeal is made.

(6) Every bylaw and every amendment or repeal thereof shall be distributed to the membership before its effective date.

(7) Any proposed changes to the Association's Bylaws by either the SSCA Board of Directors or any members or groups of members of the Association, must be submitted in writing (indicating the name and signature of the individual or group proposing the

changes) to the Executive Manager of the Association 90 days prior to a general meeting of the members.

All proposed changes to the Association's Bylaws shall be considered Extraordinary Resolutions and must be circulated to the general membership, 60 days prior to the general meeting of the members where the resolutions shall be put to a vote.

---

Effective Date: September 1st, 1987  
Amended Date: February 23, 1990  
*Amended Section 3 (a) and 16 (c)*  
Amended Date: March 8, 1991  
*Amended Section 19 (1)*  
Amended Date: February 11, 1992  
*Amended Section 36 (7), 20, 16 (f), 5, 17 (2), 18 (2)*  
Amended Date: February 14, 1996  
*Amended Sections: 3 (a), 29, 32 1 (a)*  
Amended Date: February 12, 1997  
*Amended Sections: 5 (1); 6 (1,2,3,4); 16 (1a,b,c,d, 2a,b,c,d.); 17 (1,2,3,4); 18 (1,2,3,4); 20; 28 (1); 34 (1,2).*