

NOTICE of PROPOSED CONSTITUTION and BY LAW CHANGES

Saskatchewan Agricultural Hall of Fame Constitution and By Laws Adopted 22 March 2019

INTERPRETATION

<u>Corporation:</u>	“Corporation” means the Saskatchewan Agricultural Hall of Fame
<u>Board:</u>	“Board” means the Board of Directors of the Corporation
<u>Hall of Fame:</u>	“Hall of Fame” means the place where inductees’ portraits and citations are hung
<u>Inductee:</u>	“Inductee” means a person who has been recognized and inducted into the Hall of Fame by the Corporation
<u>Members:</u>	Those individuals or organizations with an interest in agriculture who have applied for membership in the Corporation and, with Board approval, are given that status
<u>Director:</u>	A person elected by the membership to serve on the Board of Directors.
<u>Officer:</u>	A person elected to executive position by the Board
<u>Custodian:</u>	Shall be the Western Development Museum in the city of Saskatoon
<u>Organization:</u>	Any member of the Corporation who is not an individual member.

ARTICLES OF THE CORPORATION

Article 1.0

Purposes:

1.1 Aim to formally and publicly recognize people who have made significant and outstanding contributions to the welfare and improvement of Saskatchewan agriculture.

1.2

Objectives:

- (i) To publicize the purposes and objectives of the Corporation.
- (ii) To encourage members and the public to identify and submit quality nominations to the Corporation for consideration for induction.
- (iii) To select inductees from these nominations.
- (iv) To hold an induction ceremony annually at a time set by the Board.
- (v) To maintain a suitable site for the purpose of publicly displaying the portraits and citations of each inductee and other materials.

Article 2.0

Membership:

2.1 Membership is available to individuals and any agricultural organization, association or business with a vested interest in Saskatchewan agriculture, upon application for membership to the Board. The Board must approve the application, including payment of the prescribed annual membership fee.

2.2 Other types of membership, deemed to be in the best interest of the Corporation, may be established by majority vote of the Membership at an Annual Meeting.

Article 3.0

Board of Directors

3.1 The Board shall consist of a minimum of twelve and a maximum of eighteen directors.

3.2 Directors of the Board shall consist of members elected annually by the membership for a three-year term.

3.3 Elections shall be arranged so that approximately 1/3 of the directors are elected each year.

3.4 The Board shall have the authority to appoint up to 4 ex-officio directors.

Article 4.0**Duties of the Board:**

- 4.1 The Board shall be responsible for the conduct of the affairs of the Corporation.
- 4.2 The Board shall be responsible to the membership of the Corporation and shall report to it annually.
- 4.3 The Board shall have the power to accept new memberships and to establish membership and sponsorship fees.
- 4.4 Upon the recommendation of the Board, the Western Development Museum may acquire by gift, purchase, or otherwise, and alienate, sell, mortgage or lease or otherwise charge or dispose of real or personal property for the purpose of carrying into effect and promoting the purposes and designs of the Hall of Fame.
- 4.5 The Board has the power to appoint standing and/or ad hoc committees for the purpose of enhancing the management, operation and public image of the Corporation.
- 4.6 The Board shall have power to name, select or appoint persons to positions or tasks as deemed necessary to carry out the purpose of the Corporation.
- 4.7 The Board shall be responsible for the selection of inductees from the nominees presented to the Corporation for consideration.

Article 5.0**Terms of Board:**

- 5.1 Directors shall be elected for a three-year term.
- 5.2 A Director may be re-elected to the Board for one additional, consecutive three-year term.
- 5.3 The Board may make appointments to the Board to fill vacancies created when a director is unable to complete their full three-year term. The appointment shall be for the remainder of the term. The Board may also make appointments to the Board when an election fails to elect sufficient directors to meet the minimum of twelve directors. Such appointments shall be for a one-year term.
- 5.4 Directors who are absent without prior notification from three consecutive board meetings, shall be contacted to determine their ability or intention to complete their term. If they are unable or unwilling to complete their term, their resignation from the Board will be sought and a replacement will be appointed by the Board.

Article 6.0 **Officers of the Corporation:**

6.1 The Officers shall be the President, the Vice-President and the Second Vice-President and shall be elected by the Board from amongst its members.

6.2 The Vice-President shall assume the duties of the office of President during the absence of the President. The Second-Vice President shall assume the duties of the office of Vice-President during the absence of the Vice-President.

6.3 The Executive Committee shall consist of the Officers of the Corporation.

Article 7.0 **Voting Privileges:**

7.1 Only members of the Corporation in good standing shall be eligible to cast one vote in elections, on business, or other matters at all meetings of the Corporation membership.

7.2 Voting shall be by secret ballot for election of directors, inductees and whenever requested by at least five members. All other voting on business matters and decisions shall be by show of hands.

7.3 Decisions made at annual, board, special and executive meetings shall be by majority vote of those in attendance.

Article 8.0 **Meetings:**

8.1 The Annual General Meeting of the Corporation shall be held by the end of April each year on a date and place to be determined by the Board.

8.2 The President, as necessary, may call a Special Meeting of the Corporation. A Special Meeting must be called if requested in writing by at least ten members. Such meeting shall be held with thirty days' notice and within sixty days of receipt of the request.

8.3 Notice of an Annual or Special Meeting shall be given to the members in a form to be determined by the Corporation or by the Board at least thirty days prior to the date on which the meeting is to be held.

8.4 A special meeting of the Board shall be held at the call of the President or if requested in writing by at least five directors. Such meeting shall be held with thirty days' notice and within sixty days of receipt of the request.

Article 9.0**Quorums:**

- 9.1 A quorum for an annual Meeting of the Corporation shall be the number of members present.
- 9.2 A quorum for a regular meeting of the Board shall be one third of the directors plus one.
- 9.3 A quorum for a Special Meeting of the Corporation shall be one half of the members plus one.
- 9.4 A quorum, for a Special Meeting of the Board shall be one half of the directors plus one.
- 9.5 A quorum for a meeting of the Executive shall be one half of the executive members plus one.

Article 10.0**Financial:**

- 10.1 The fiscal year shall be the calendar year.
- 10.2 Members shall pay an annual membership fee as prescribed at the Corporation's Annual General Meeting.
- 10.3 The Corporation shall determine sponsorship fees of inductees into the Hall of Fame at each Annual General Meeting. Sponsorship fees will be accepted from Associations and Organizations, and individuals.
- 10.4 The Corporation may receive donations from institutions, associations, and any other organizations or individuals
- 10.5 The Corporation is a registered non-profit organization under the Non Profit Corporation Act, 1995, Department of Justice, Corporations Branch, Province of Saskatchewan. It may issue tax receipts for income tax purposes.
- 10.6 A financial statement shall be presented at regular meetings of the Board and of the membership.
- 10.7 All funds of the Corporation shall be deposited in a chartered bank or other accredited financial institution.
- 10.8 The Corporation shall conduct its affairs without financial gain for its members. Any profits or other accreditation of the Corporation shall be used to promote the purposes and objectives.

Article 11.0

Audit:

- 11.1 An audit or review of the finances of the Corporation as required by the Non-profit Corporations Act, 1995 of the Province of Saskatchewan shall be conducted annually and an audited or reviewed financial statement of the Corporation shall be presented at each Annual Meeting.
- 11.2 An auditor or reviewer shall be appointed at each Annual Meeting for the following year.
- 11.3 The signing authority of the Corporation shall be any two of the following, one of the President, the Vice-President or the Second Vice-President plus one of the Secretary or the Treasurer.
- 11.4 All payments by the Corporation must be authorized by at least two of the authorized officers.

Article 12.0

Rules of Order:

Subject to the special orders and articles of this constitution, Roberts' Rules of Order shall apply to all agendas, debates, discussions, motions and rules of procedure of the Corporation at all meetings of the Association (including Annual, Board, Special and Executive meetings).

Article 13.0

Bylaws and Amendments:

- 13.1 After 30 days written notice to members, prior to the Annual Meeting, or Special Meeting of the Corporation, the members by a special resolution may propose constitution and bylaw changes consistent with the purpose of the Corporation and the Non-Profit Corporations Act, 1995 of the Province of Saskatchewan for the conduct of its affairs.
- 13.2 No bylaw or alteration or addition to a bylaw approved by a three-quarter majority vote of members at a properly constituted meeting, shall have any force or effect until two copies have been registered with the Department of Justice, Corporations Branch of the Province of Saskatchewan and one copy has been received by the Secretary bearing the endorsement of the Registrar in the Department of Justice to the effect that it has been registered.

Article 14.0 **Corporate Seal:**

14.1 The Corporation shall have a corporate seal.

14.2 The corporate seal shall be in the custody of the Secretary or such other person as may be designated by the Directors.

14.3 All papers and documents requiring the seal of the Corporation shall be sealed in the presence of the President and the Secretary or such person as may be designated by resolution of the Directors.

Article 15.0 **Dissolution:**

15.1 In the event of dissolution of the Corporation, its property and assets shall, after payment of all liabilities, be donated to one or more charitable organizations in Canada, as decided by the Corporation at an Annual or Special Meeting. The Western Development Museum shall have the first right of refusal on physical assets.