



**Bylaws**

**Of the**

**Saskatchewan Bison Association**

February 28, 2019

**BYLAWS  
SASKATCHEWAN BISON ASSOCIATION**

---

ARTICLE I

A) Name

The name of the Association shall be Saskatchewan Bison Association.

B) Office

The Association's office shall be located in Saskatchewan at a site specified by the Board of Directors.

C) Mandate

The mandate of Saskatchewan Bison Association is to promote the bison industry and the use of bison and bison-related products in Saskatchewan and to fairly represent the interests of Saskatchewan bison producers.

D) Objectives

The objectives of Saskatchewan Bison Association shall be:

- 1) To facilitate development and growth of the bison industry in Saskatchewan.
- 2) To work in conjunction with the Canadian Bison Association, other regional bison associations, and like-minded individuals, organizations and institutions in Canada to foster cooperation and communication for the betterment of the Canadian bison industry.
- 3) To work in conjunction with the National Bison Association, and like-minded individuals, organizations and institutions in the world to foster cooperation and communication for the betterment of the international bison industry.
- 4) To educate producers and consumers about the bison industry.

## ARTICLE II

- A) Interpretation of terms:
- 1) "SBA" or "Association" refers to the Saskatchewan Bison Association.
  - 2) "Board", "Board of Directors" and "Directors" means the Directors of the Association.
  - 3) "Member" refers to a member in good standing of the Association.
  - 4) Words imparting the singular include the plural and vice versa, and words imparting a male person include a female person and a corporation.
  - 5) "Meeting" refers to any meeting or gathering of the Association membership at which business is discussed.
  - 6) "Resolution" refers to any item of concern put forward as a motion in writing or verbally at a meeting of the Association and seconded.

## ARTICLE III-Membership

- A) Members of the Association shall be those individuals, partnerships, firms and companies who apply for membership and are accepted as members by the Board, and who pay the prescribed annual membership fee. Only members in good standing have voting privileges. Any member shall be entitled to only one vote regardless how many memberships the individual, partnership, firm or company may hold in his/its name.
- B) The Board of Directors may determine from time to time the amount of the annual membership fee payable to the Association by all members.
- C) A portion of the annual membership fee, in an amount to be set by Canadian Bison Association, payable to SBA by each member each year shall be forwarded to the Canadian Bison Association on each member's behalf which shall qualify each member for enrollment as a member of Canadian Bison Association.
- D) The annual membership in the Association shall run from January 1st to December 31<sup>st</sup> of each year.
- E) If any member is in arrears for fees for any year, such member shall be automatically suspended at the expiration of two months after the beginning of such year and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.
- F) Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through the Association's Secretary/Executive

Director.

- G) There shall be no refund of annual dues.

#### ARTICLE IV - Meetings

A) Annual Meeting

- 1) An Annual Meeting of the Association shall be held at least once in every calendar year at such time and place as the Board of Directors may designate.

The purpose of the Annual Meeting shall be to receive and consider the report(s) of the Board of Directors; to receive and consider the report(s) of the reviewer/auditor; to elect Directors and Officers; and to consider the approval and notification of the acts and proceedings of the Board of Directors and Officers.

- 2) Order of business at all Annual Meetings shall be substantially as follows:
1. Identification of Members - Confirm members and establish quorum.
  2. Approve minutes of previous Annual Meeting
  3. Business arising from minutes
  4. Report of Officers, Directors and Committees, where applicable
  5. Correspondence, where applicable
  6. Unfinished business, where applicable
  7. Election of Officers and Directors
  8. New business
  9. Appoint Financial Reviewer/Auditor
  10. Other business
  11. Adjournment
- 3) Each member shall be notified in writing of the time and place of the Annual Meeting at least 30 days prior to such meeting, such notice to be sent by regular mail to his last address on record; or to be published in the Association's official newsletter; or to be published in the official publication of Canadian Bison Association. However, the accidental omission to give such notice to any member, or the non-receipt by any member of such notice shall not invalidate the proceedings of any Annual Meeting.
- 4) Attendance by 10% of voting members at an Annual Meeting shall constitute a quorum.
- 5) Resolutions made in writing and seconded and received by the Board of Directors no less than 60 days in advance of the Annual Meeting shall be circulated to members by the office of the Association prior to the meeting. Members may also move resolutions from the floor at the Annual Meeting to be seconded and may be considered at a future AGM.

- 6) Committee Chairpersons shall submit annual reports in writing to the President 45 days in advance of the Annual Meeting to be circulated to members.

B) Board of Directors Meeting

- 1) The Board of Directors of the Association shall meet to consider business of the Association no less than 6 times per calendar year, such meetings to be held at a time and place designated by the President. Such meetings of the Board of Directors may be convened via teleconference call if such method is deemed expedient by the President.
- 2) Each Director shall be notified in writing at least 7 days prior to meetings of the Board of Directors, notice to be delivered by regular mail to each Director at his last recorded address; or by fax mail; or by email. However, the accidental omission to give such notice to any Director, or the non-receipt by any Director of such notice shall not invalidate the proceedings of any Board of Directors meeting.
- 3) Attendance by 60% of the Directors at a Board of Directors meeting shall constitute a quorum.
- 4) A Director who is unable to attend a Board of Directors meeting shall contact the President and/or Secretary/Executive Director as soon as possible before such meeting.
- 5) A Director who misses two consecutive meetings of the Board shall be deemed to have vacated his Directorship, unless otherwise determined by a majority vote of the Board of Directors.
- 6) On approval of the President, persons other than Directors may attend a Board of Directors meeting. Such persons may be invited to participate in discussions but shall not be entitled to vote at such a meeting.
- 7) At the discretion of the Board of Directors, in-camera business sessions for voting Directors only may be held.

C) Special Meeting

- 1) A Special Meeting of the Association may be called by the Board of Directors to consider any item deemed to be of special importance to the Association and its members.
- 2) At the written petition of 20% of members of the Association to the President and/or Secretary/Executive Director, the Board of Directors is obliged to call a Special Meeting.
- 3) Each member shall be notified of the time, place and the reason for a

Special Meeting, such notice to be sent by regular mail to his last address on record; or by fax mail; or by email; or to be published in the Association's official newsletter; or to be published in the official publication of Canadian Bison Association; or to be conveyed by telephone message. However, the accidental omission to give such notice to any member, or the non-receipt by any member of such notice shall not invalidate the proceedings of any Special Meeting.

- 4) Attendance by 30% of voting members at a Special Meeting shall constitute a quorum.

D) All meetings

- 1) Except as specified in 2) below, questions arising at any meeting of the Association or at any committee of the Board of Directors shall be decided by a majority vote of those present and entitled to vote. In the case of a tied vote, the President shall cast the deciding vote.
- 2) Questions resulting in establishment or rescission of, or amendment, alteration or addition to the Bylaws of the Association shall be decided by a two-thirds majority of those present and entitled to vote at a meeting of the Association.
- 3) All votes at any meeting of the Association shall be taken by a show of hands unless a ballot is demanded by any member of the Association present.
- 4) A question of procedure at or for any meeting of the Association or any Committee of the Board of Directors which has not been provided for in these Bylaws shall be determined with Roberts' Rules of Order.

ARTICLE V - Board of Directors and Officers

- A) The affairs of the Association shall be managed and conducted by a 10-member Board with eight voting Board members. The Board of Directors, with the exception of the Secretary/Executive Director and the Past President shall be elected by members present and entitled to vote at the Annual Meeting of the Association as follows. All members in good standing for a period of 6 months prior to the Annual Meeting are eligible for election. All elected positions to the Board shall have a limit of three terms. A Board Member changing positions within the Board may do so and, if elected, may remain for the limit of three terms. The member may again seek a position as an elected official longer than three terms with the approval from the membership at the AGM. If the member does not receive approval for an extension, the member up for election on the board must wait until the following year's AGM.

- 1) The President shall be elected for a term of office of two years.

- 2) The Vice-President shall be elected for a term of office of two years.
  - 3) The Past President shall be the immediate Past President of the Association. The Past President shall be an advisory position as a non-voting member.
  - 4) The Secretary/Executive Director shall be a non-voting member of the Board of Directors and shall be paid as the Directors shall from time to time decide. The Secretary/Executive Director is not elected but is appointed by the Board of Directors and is responsible to the Board of Directors.
  - 5) Three Directors shall be elected each year for a two-year term. Any Director completing his term of office is eligible for reelection.
  - 6) Any casual vacancy on the Board of Directors caused by resignation, expulsion from membership, or death must be filled by election at the next Annual Meeting following creation of such vacancy. Such Director thus elected shall complete the term of that Director position, and shall be eligible for reelection.
  - 7) There shall be 2 members appointed by the Board of Directors of the Saskatchewan Bison Association to the Canadian Bison Association as representatives of the Saskatchewan Bison Association on the Board of Directors of the Canadian Bison Association pursuant to the Constitution of the Canadian Bison Association. The Association's representatives to the Canadian Bison Association, if not Directors of the Association, shall attend all Saskatchewan Bison Association Board of Directors Meetings as non-voting members.
- B) The Board of Directors may elect Directors or members to a Committee to work on behalf of the Association. Each such Committee must be chaired by a Director. All Committee decisions must be submitted to the Board of Directors for approval.
- 1) The President has the authority to appoint the Chairperson for any Committee.
  - 2) A Committee member who misses two consecutive meetings of the Committee shall be deemed to have vacated his position on the Committee, unless otherwise determined by a majority vote of the Board of Directors.
- C) The Board shall have complete power to admit applicants to membership in the Association and the decision of the Board in that regard shall be final.
- D) The Board shall have the power to suspend or expel any member who fails

to observe any rule or regulation set forth in these Bylaws or whose conduct is, in the opinion of the Board, prejudicial to the interests of the Association or who has been suspended or expelled by the Canadian Bison Association. A member so suspended or expelled shall, after the expiration of sixty days, have the right to apply for re-instatement at the next Board of Directors meeting provided two thirds majority of Directors present thereat vote in favour of such reinstatement. If the Board refuses to reinstate a person suspended or expelled from membership, such person shall have the right to apply for reinstatement at the next succeeding Annual Meeting of the Association, but reinstatement by an Annual Meeting shall be only by a two-thirds majority vote of the members of the Association present thereat. Such application must be in compliance with the Association's Bylaws.

- E) Members can remove Directors and Officers from office by a majority vote at any Annual or Special Meeting.

#### ARTICLE VI - Duties of the Executive and Board of Directors

- A) The President shall be responsible to:
- 1) Call and preside at all Annual, Special and Board of Directors meetings of the Association.
  - 2) Report to the Annual Meeting concerning the activities of the Association for that year.
  - 3) Act as, or designate a member of the Board of Directors to act as the official spokesperson of the Association.
  - 4) Serve as an ex-officio member of all Committees of the Board of Directors.
  - 5) Carry out such other duties as may be assigned by the Association.
- B) The Vice-President shall be responsible to:
- 1) Chair any meeting in the absence of the President.
  - 2) Carry out other duties as requested by the President.
- C) The Secretary/Executive Director shall be responsible to:
- 1) Ensure the safekeeping and control of all securities, funds and financial records of the Association.
  - 2) Cause to be prepared and present to the Board of Directors for presentation to members at each Annual Meeting an annual budget.
  - 3) Cause to be prepared and present to the members at each Annual Meeting an annual report, showing the financial position of the



Association, the results of the yearly operation of the Association, and any such financial reports which the Association may from time to time require.

- 4) Cause to be prepared and present to the Board of Directors at each of its meetings, a financial statement including financial holdings and transactions of the Association, and such other reports for the preceding months as will enable the Directors to judge the activity of the Association.
  - 5) Provide such notice as required in the Bylaws of all meetings of the Association.
  - 6) Maintain an attendance record and report at the Annual Meeting of those attending all meetings of the Association.
  - 7) Prepare and distribute the minutes of all meetings of the Association.
  - 8) Conduct correspondence as directed by the Board of Directors.
  - 9) Ensure safekeeping of all minutes, records and documents of the Association.
  - 10) Serve as an ex-officio member of all Committees of the Board of Directors.
  - 11) Perform any other duties as assigned by the Board of Directors.
- D) All Saskatchewan Bison Association Board members shall be responsible to:
- 1) Attend all meetings of the Board of Directors of the Association.
  - 2) Promote the objectives of the Association.
  - 3) Fairly represent the Association and its members in all dealings on behalf of the Association.
  - 4) Serve on Committees of the Association as required.
  - 5) Disclose to the board that he or she has a conflict of interest relating to any agenda item. The disclosure is to be made during the approval of the agenda. Once the Board chair is notified, he/she will advise the director to whom the concerns have been addressed and collect other information that may be required to establish that there is or is not a conflict. All directors get to vote on the decision to determine if there is a conflict.

## ARTICLE VII - Bylaws

- A) From time to time the Association may develop Bylaws governing its activities.
- B) The Bylaws of the Association may be established, rescinded, amended, altered or added to by resolution of the Association. This must take place at the Annual Meeting.
- C) No rescission, alteration of, or addition to a Bylaw shall be effective until the resolution covering same has been filed with Corporations Branch of Saskatchewan Justice.

## ARTICLE VIII - Banking

The Board of Directors from time to time shall designate one or more:

- a) chartered bank(s) or
- b) credit union(s)

in which the funds of the Association are to be kept on deposit, and may authorize the opening of such accounts as may be necessary.

## ARTICLE IX - Signing Authority

The Board of Directors shall appoint any two of the President, Vice-President and Secretary/Executive Director to have signing authority on behalf of the Association. Cheques issued by the Association must be signed by the Secretary/Executive Director and one of the President or the Vice-President.

## ARTICLE X - Remuneration of Directors and Officers

The Board shall have power to pay officers, directors, members and employees for services rendered to the Association, or for actual expenses incurred doing Association business. Allowance for travel using personal vehicle will not exceed government kilometer rates.

## ARTICLE XI - Borrowing Powers

The Board, on behalf of the Association, may borrow money on approval in writing by 60% of the entire Board.

## ARTICLE XII - Audit of Accounts

A financial statement prepared by management of the Association and reviewed/audited by a qualified Chartered Accountant, appointed by the Board

of Directors will be presented to the membership each year at the annual meeting and will be attached to the annual return for filing at Corporations Branch of Saskatchewan Justice.

#### ARTICLE XIII - Inspection of Books and Records

The books and records of the Association may be inspected by any member of the Association at any time, upon giving ten days notice and arranging of time satisfactory to the Secretary/Executive Director having charge of the books and records. Each member of the Board shall at all times have access to such books and records.

These Bylaws revised this 28th day of February A.D., 2019.