

## **Model Constitution for Use by County/District SCIA's**

### **Article 1 - Name**

This organization will be known as the \_\_\_\_\_ Soil and Crop Improvement Association.

### **Article 2 - Objectives**

The objectives of the above association shall be to encourage the improvement of field crops in the (county/district) of \_\_\_\_\_ by:

- 1) Communicating responsible economic management of soil, water, air and crops.
- 2) Organizing, sponsoring or assisting with active projects which involve drainage, water storage, soil conservation, fertility, land use, energy, pest control, field records, soil testing, general farm business management, and environmental farm planning.
- 3) Encouraging the wide adoption of such crops and varieties as are best suited to the soils and climatic conditions of the county/district.
- 4) Developing a greater interest in the preparation, use and production of high quality grain and seed.
- 5) Holding meetings and field days for the discussion of all matters relating to crop production and crop and soil improvement and assisting in the holding of such meetings and field days.
- 6) Conducting and directing education work through the county/district for the dissemination of a wider knowledge of crop production and soil management.
- 7) Cooperating with agricultural and other interested organization and individuals in the holding of soil improvement and field crop competitions and seed fairs.
- 8) Collecting and disseminating market information, field crop recommendations and regulations governing production, marketing and purchasing of seed for field crops
- 9) Cooperating with the Ontario Ministry of Agriculture, Food and Rural Affairs (herein known as OMAFRA) and Agriculture and Agri-Food Canada (herein known as AAFC) in furthering these objectives
- 10) Cooperating with other county/districts/regions of the Ontario Soil and Crop Improvement Association (herein known as OSCIA).
- 11) Cooperating with other agricultural organizations within the county/district.

### **Article 3 - Members**

- 1) The \_\_\_\_\_ Soil and Crop Improvement Association shall be affiliated as branch of the OSCIA.
- 2) Any person interested in the production or improvement of field crops shall be eligible for membership. Membership shall be open to all persons growing or interested in growing, processing and/or merchandising of field crops within \_\_\_\_\_ county/district.
- 3) Membership in the \_\_\_\_\_ branch shall also entitle the member to membership in OSCIA.
- 4) The president shall be the delegate, and the vice-president shall be the alternative to the annual meeting of the OSCIA as named at the last directors' meeting prior to the local annual meeting.
- 5) Additional alternatives may be appointed by the directors up to or at the day of the local annual meeting.

### **Article 4 - Honorary Membership**

Honorary membership may be conferred upon any person who is recognized as having performed some outstanding service in the improvement of field crops within the county/district by unanimous vote of members present at the annual meeting of the association. Honorary members are exempt from payment of fees.

### **Article 5 - Membership Fees**

- 1) Each member shall pay a minimum annual fee of \$\_\_\_\_\_ which will entitle that person to membership in the \_\_\_\_\_, also in the OSCIA, and to all the benefits arising out of the organization. The fee will be reviewed annually by the directors.
- 2) Associate memberships are available to interested agri-business or associations for an annual fee of \$\_\_\_\_\_. There will be non-voting memberships. The fee will be reviewed annually by the directors.
- 3) Annual affiliation fees, as determined by the OSCIA Constitution, shall be due and payable on an annual basis to the provincial office of OSCIA by February 15, along with a current listing of members' names and addresses.

### **Article 6 - Powers and Duties of the Board of Directors**

- 1) Directors shall be elected, at the annual meeting, from the members at large. There will be a minimum of 10, maximum of 16, elected excluding the past president and the OSCIA director.
- 2) Fifty percent of the directors shall form a quorum of any meeting of such directors, and shall be presided over by the president or vice-president.
- 3) The Board of Directors shall have general charge of the affairs of the association. They shall hold meeting at such time and place as may be deemed necessary by the president. At its first meeting, which shall be held within ten days after the holding of the annual meeting, the president, vice-president, secretary and treasurer, or secretary-treasurer, executive committee and auditors shall be elected.
- 4) The order of business for regular meetings of the Board of Directors shall be:
  - a. the reading and approval of the minutes of the last meeting;
  - b. the reading and disposal of communications;
  - c. report of the executive committee;
  - d. report of standing committees;
  - e. unfinished business;
  - f. new business.
- 5) The president shall cause a notice of any regular meeting of the Board of Directors to be sent to each of the members of the said body at least five days before the date named for holding the meeting.
- 6) If, for any cause, there occurs a vacancy in any office of the association, it shall be filled for the unexpired term by an appointed member of the Board of Directors.
- 7) Questions arising at any meeting of the directors shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have an additional casting vote.
- 8) Any appointed OMAFRA representative with the county/district and OSCIA director within their Region shall be an honorary ex-officio director without voting privileges.
- 9) The Board of Directors may delegate any of their powers to an executive committee.

### **Article 7 - Fiscal Year**

The fiscal year of the association will be \_\_\_\_\_.

### **Article 8 - Annual and Special Meetings**

- 1) The annual meeting shall be held within the county/district during the month of \_\_\_\_\_ at such time as the Board of Directors may determine. Due consideration to nomination of a provincial board member will be included, as well as appointment of delegates to the regional and OSCIA annual meetings.
- 2) Notice of the time and place of holding the annual or special meetings shall be communicated to the members at least seven days before the date of the holding of such meetings.
- 3) Special meetings of the membership-at-large shall not transact any business except that appearing on the written notice which must be given at least seven days prior to the holding of such a meeting.
- 4) The annual and any special meeting of the association shall be presided over by the president, and in his absence, by the vice-president. The order of business at the annual meeting shall be as follows:
  - a. the reading and approval of the minutes of the last annual or special meeting;
  - b. the reading and disposal of communications;
  - c. report of the Board of Directors;
  - d. report of the committees appointed by the association;
  - e. report of officers;
  - f. unfinished business;
  - g. election of a Board of Directors for the ensuring year;
  - h. nominate a provincial director candidate (to the provincial board) who may stand for election at the Regional Soil and Crop Improvement Association annual meeting;
  - i. new business.

### ***Article 9 - Quorum***

For the transaction of the business of the association at an annual or special meeting, a quorum shall be 20. At a meeting of the Board of Directors, a quorum shall be 50% of the number of directors, and at a meeting of the Executive Committee, a quorum shall be three.

### ***Article 10 - Powers and Duties of Officers***

#### **Executive Committee**

- 1) It shall be the duty of the Executive Committee to transact the business of the association between meetings of the association and between meetings of the Board of Directors.
- 2) The Executive Committee shall consist of the president, vice-president, and three directors appointed at the first directors' meeting.
- 3) The president shall cause a notice of any meeting of the executive to be sent to each of the members of the said body at least three days before the date named for holding the meeting but may call a meeting without having sent a written notice providing a quorum have given their consent to the meeting being held.

#### **Past President**

The retiring president shall hold the office of past president during such time as his/her immediate successor is in the office.

#### **President**

It shall be the duty of the president to preside at all meetings of the association, the Board of Directors, and the Executive Committee and to give the casting vote, in the case of a tie.

## **Vice-President**

It shall be the duty of the vice-president to aid and assist the president. In the absence of the president, he/she shall have and exercise all the rights and powers of the president.

## **Secretary and Treasurer**

- 1) The secretary shall be appointed by the directors from among themselves, or otherwise, and shall hold office until such time as he/she resign or be discharged by the Board of Directors. It shall be his/her duty to attend all meetings of the association, the Board of Directors, and the Executive Committee, and to keep correct minutes of same, to send notices of meetings to members, to issue publications, and to keep such other records as may be in the interests of the association. He/she shall have the custody of all books, papers, records, etc., belonging to the association which he/she shall deliver when authorized to do so by a resolution of the Board of Directors to such person(s) as are named in the resolutions.
- 2) The treasurer shall be appointed by the directors from among themselves, or otherwise, and shall have and keep custody of all monies and securities of the association and he/she shall deposit all such monies immediately upon receipt thereof to the credit of the association in a chartered bank, accredited trust company, or province of Ontario savings office.
- 3) He/she shall, at the discretion of the Board of Directors, pay all accounts of the association by cheque.
- 4) To present an examined financial statement at the annual meeting.
- 5) It is provided that the same person may be appointed to the offices of secretary and treasurer.

## **Article 11 - Auditors**

- 1) It shall be the duty of the Board of Directors to name an auditor(s) at the first meeting of the Board.
- 2) No director, or employee of the association shall act as its auditor.
- 3) In the event of the death or resignation of an auditor, the Board of Directors shall appoint an auditor(s) to fill the position until next annual meeting.
- 4) It shall be the duty of the auditors to examine all books and records showing statements of receipts and expenditures and to approve a financial statement showing the financial position of the association at the end of each year.

## **Article 12 - Amendments to By-Laws**

This Constitution and these By-Laws may be changed, altered or repealed at any annual or special meeting of the association, but any change, alteration, or repeal shall be submitted to the Board of Directors prior to the above meeting.