

Saskatchewan Agricultural Hall of Fame

Constitution & Bylaws

Adopted 20 March 2026

DEFINITIONS

<u>Corporation</u>	The Saskatchewan Agricultural Hall of Fame, which is duly incorporated under the Saskatchewan Non-profit Corporations Act, 2022.
<u>Constitution</u>	Outlines the corporation's objectives and internal operating rules. It sets the framework for how the Corporation is governed, procedures for meetings and decision making, including election and/or appointment of officers. It establishes conditions of membership and sets provisions for financial oversight.
<u>Bylaws</u>	Rules made by the corporation to direct and control the actions of its board, committees and members.
<u>Board</u>	The Board of Directors of the Corporation.
<u>Hall of Fame</u>	Where inductees' portraits and citations are presented and/or available electronically.
<u>Inductee</u>	A person who has been formally 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 or appointed by the Board pursuant to Article 3 to serve on the Board of Directors.
<u>Ex-Officio</u>	Members of the board or a committee who are not necessarily elected or appointed; rather, they agree to serve in a position because the organization needs their expertise or influence in that position. Ex-officio members are non-voting unless otherwise indicated and must always act in the organization's best interest.
<u>Officer</u>	A person elected to an executive position by the Board.
<u>Custodian</u>	The Western Development Museum in the city of Saskatoon, unless as otherwise determined by the Corporation's Board of Directors.

CONSTITUTION & BYLAWS

Article 1.0

Purpose

1.1 To formally and publicly recognize individuals who have made significant and outstanding contributions to the welfare and improvement of agriculture in Saskatchewan.

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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 presence for the purpose of publicly presenting the portraits and citations of each inductee, along with other materials.

Article 2.0

Membership

2.1 Membership is available to individuals and any organization, association or business with a vested interest in agriculture in Saskatchewan. Applications for membership must be approved by the Board and include payment of the prescribed annual membership fee.

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

Article 3.0

Board of Directors

3.1 The Board shall consist of a minimum of twelve and a maximum of eighteen voting directors elected by the membership at the Annual General Meeting.

3.2 Where the number of elected board members falls below the maximum allowed, the Board shall have the authority to appoint board members to a maximum of eighteen. These board members shall have full voting privileges.

3.3 Directors of the Board shall consist of members elected at the Annual General Meeting by the membership for a three-year term.

3.4 Elections shall be arranged so that approximately one-third of the directors are elected each year.

3.5 The Board shall have the authority to appoint up to four ex-officio non-voting directors in addition to the maximum of eighteen voting directors.

Article 4.0**Duties of the Board**

- 4.1 The Board shall be responsible for the conduct of the affairs of the Corporation. This includes the active promotion of the Hall of Fame and assisting those making applications for induction where there is no conflict of interest.
- 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 establish membership and sponsorship fees.
- 4.4 The Board shall be responsible to approve an annual operating budget and ensure proper controls and financial management of the Corporation.
- 4.5 The Board shall retain a Board Administrator to assist in the operations of the Corporation and the Board. The Board Administrator shall report to the Executive Committee who will conduct annual reviews and set annual goals for the Board Administrator.
- 4.6 The Board shall, when necessary, appoint standing and/or ad hoc committees for the purpose of enhancing the management, operation and public image of the Corporation.
- 4.7 The Board shall have power to name, select or appoint persons, including ex-officio persons, to positions or tasks as deemed necessary to carry out the purpose of the Corporation.
- 4.8 The Board shall be responsible for the selection of inductees from the nominees presented to the Corporation for consideration.
- 4.9 Directors are not eligible for induction to the Hall of fame during their term nor until at least two years after completion of their term as a director.

Article 5.0**Terms of Board**

- 5.1 Directors shall be elected from the membership for a three-year term. A Director may be re-elected to the Board for one additional consecutive three-year term. An individual Director who has completed two consecutive terms may return to the Board after a three-year absence from the Board.
- 5.2 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 from the membership when an election fails to elect sufficient directors to meet the minimum of twelve directors. Such appointments shall be for a one-year term.
- 5.3 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 shall be sought and a replacement shall be appointed by the Board.

Article 6.0 **Officers of the Corporation**

- 6.1 The officers shall be the President, 1st Vice-President and 2nd Vice-President, who shall be elected by the Board from amongst its members.
- 6.2 The 1st Vice-President shall assume the duties of the office of President during the absence of the President. The 2nd Vice-President shall assume the duties of the office of President during the absence of both the President and the 1st Vice-President.
- 6.3 The Executive Committee shall consist of the officers of the Corporation.
- 6.4 The officers shall develop an annual succession plan for directors to ensure there is executive leadership continuity 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 general membership.
- 7.2 Voting shall be by secret ballot for the election of directors, inductees and/or whenever requested by at least one or more members. All other voting on business matters and decisions shall be by show of hands.
- 7.3 Decisions made at annual, board, special, executive and committee meetings shall be by a majority show of hands.

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 shall be called if requested in writing by at least ten members. At least thirty days' notice shall be provided and the meeting will be held within sixty days of receipt of the request.
- 8.3 Notice of the Annual General Meeting or a 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. At least thirty days' notice shall be provided and the meeting will be held within sixty days of receipt of the request.

Article 9.0

Quorums

- 9.1 A quorum for an Annual General 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-half 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 The Board shall develop an annual operating budget to be approved by the Board of Directors.
- 10.3 The Board shall recommend membership fees rates, which will be approved at the Corporation's Annual General Meeting.
- 10.4 The Board shall determine fees for induction into the Hall of Fame on an annual basis.
- 10.5 The Corporation may receive donations from institutions, associations and any other organizations or individuals.
- 10.6 The Corporation is a registered non-profit organization under the Non-profit Corporations Act, 2022, Department of Justice, Corporations Branch, Province of Saskatchewan. Where applicable, the Corporation may issue tax receipts for income tax purposes.
- 10.7 A financial statement shall be presented at regular meetings of the Board and of the membership.
- 10.8 All funds of the Corporation shall be deposited in a chartered bank or other accredited financial institution in a guaranteed risk-free instrument, as approved by the Board.
- 10.9 The Corporation shall conduct its affairs without financial gain for its members. Any profits or other accruals shall be used to promote the Corporation's 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, 2022, of the Province of Saskatchewan shall be

conducted annually and an audited or a compilation reviewed financial statement of the Corporation shall be presented at each Annual Meeting.

11.2 An auditor or compilation 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, 1st Vice-President, 2nd Vice-President, Board Administrator.

11.4 All payments by the Corporation must be authorized by at least one of the authorized officers and the Board Administrator.

Article 12.0 **Rules of Order**

12.1 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, executive and committee meetings.

Article 13.0 **Additions 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, 2022, 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 Board Administrator or such other person as may be designated by resolution of the Board of Directors.

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

Article 15.0 **Indemnification of Directors and Officers**

15.1 Subject to the limitation contained in the Saskatchewan Non-profit Corporations Act, 2022, and other limitations in law, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or officer against all costs, charges and

expenses in which they have been a party by reason of being or having been a director or officer of the Corporation if:

- a. They acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. They had reasonable grounds for believing their conduct was lawful.

Article 16.0

Dissolution

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In the event of dissolution of the Corporation, its property and assets shall, after payment of all liabilities, be transferred to a successor Saskatchewan-based organization that has similar aims and objectives. If no such organization exists, then the assets will be transferred to a Saskatchewan-based charitable organization as determined by the Board of Directors.