

BYLAWS FOR:

NOVA SCOTIA YOUNG FARMERS' ASSOCIATION (NSYF)

Date of Original Bylaw: 2007-12-12-Version2
Date of Most Recent Update: 2017-12-01-Version7

Definitions

1. In these by-laws:
 - a) "Association" means Nova Scotia Young Farmers' Association.
 - b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c) "Member" or "Membership" means a member registered in good standing in the Register of Members.
 - d) "Voting Member" means a member between the ages of eighteen and forty (18-40) inclusive, reside in the geographic area of Nova Scotia, and is registered in good standing in the Register of Members.
 - e) "Board" refers to all elected directors and non-voting ex-officio members.
 - f) "Days" are calendar days.
 - g) "AGM" means Annual General Meeting.
 - h) "Special Resolution" means a resolution passed by not less than three-fourths (3/4) of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution has been duly given.
 - i) "Winding up the Association" starting the process for dissolution of the Association.

Purpose

2. To provide a multi-faceted educational and developmental opportunity for young and beginning farmers from across Nova Scotia.

Membership

3. The Association may be affiliated with outside organizations if they support the objectives of the Association. **(See Policy #3)**
4. Membership in the Association shall consist of those who qualify:
 - a) Support the purpose of the Association;
 - b) Pay a membership dues as set by the board; and
 - c) Whose name and address is written in the Register of Members by the Secretary.
5. Membership in the Association shall cease:
 - a) Upon death; or
 - b) If the member resigns by written notice to the Association; or
 - c) If membership renewal dues is not paid within one (1) calendar month of expiry; or
 - d) If the member ceases to qualify for membership in accordance with these bylaws; or
 - e) If at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting, provided the member shall be granted the opportunity to be heard at such meeting.
6. Membership in the Association is not transferable.
7. The Association is ultimately accountable to the voting members of the Association.

8. Every voting member is entitled to attend any members' meeting of the Association.
9. Every voting member may vote at any members' meeting of the Association, so long as they were recorded in the Register of Members at the time the meeting was called.
10. Any voting member in the Register of Members is entitled to hold any director position.
11. No funds of the Association shall be paid to or be available for the personal benefit of any member.
12. The voting members may repeal, amend, or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves it.

Members' Meetings

13. Every voting member present, subject to *Bylaw 4*, shall have one vote and no more.
14. A general or special meeting of the members may be held at any time and shall be called:
 - a) If requested by the chair; or
 - b) If requested by the majority of the directors; or
 - c) If requested in writing by ten (10) of the voting members.
15. Notice to members is required for general and special meetings. The notice must:
 - a) Specify the date, time, place, and method of the meeting;
 - b) Be given to the members ten (10) days prior to the meeting;
 - c) Be given to the members by written or electronic means;
 - d) Specify the nature of business, such as the intention to propose a special resolution; and
 - e) The non receipt of notice by any member shall not invalidate the proceedings.
16. An annual general meeting shall be held within one (1) calendar year after every fiscal year end and notice is required which must:
 - a) Specify the date, time, place, and method of the meeting;
 - b) Be given to the members ten (10) days prior to the meeting;
 - c) Be given to the members by written or electronic means;
 - d) Specify the intention to propose a special resolution; and
 - e) The non-receipt of notice by any member shall not invalidate the proceedings.
17. At the annual general meeting of the Association the following items of business shall be dealt with and shall be deemed ordinary business:
 - a) Minutes of the previous annual general meeting;
 - b) Consideration of the annual report of the directors;
 - c) Consideration of the annual financial report of the Association;
 - d) The appointment of auditors for the ensuing year; and
 - e) Election of directors. **(See Policy #17E)**
18. Quorum shall consist of ten (10) members. No business shall be conducted at any meeting unless quorum is present to open the meeting and, upon request, before any vote.
19. Once quorum has been reached, the meeting will proceed as scheduled.
20. (a) If a meeting is convened as per *Bylaw 14(a) or 14(b)* and quorum is not present within one-half hour from the time appointed for the meeting; it shall be adjourned to such time, place, and method as a majority of the voting members present decide. Notice of the new meeting shall be given to the membership as per *Bylaw 15 & 16*. An adjourned meeting may only take place without quorum for the purpose of winding up the Association.

(b) If a meeting is convened at the request of the voting members as per *Bylaw 14(c)* and quorum is not present within one-half hour from the time appointed for the meeting, the meeting shall be dissolved.

21. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any voting member appointed from among those present, shall preside as Chair at members' meetings.
22. Where there is an equality of votes the Chair shall have a casting vote in addition to the vote he/she has as a voting member.
23. The President may, with the consent of the voting members, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
24. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three voting members. If a poll is demanded it shall be held by a show of hands or by secret ballot as the Chair may decide.

Directors

25. Any member, subject to *Bylaw 10*, of the Association shall be eligible to be elected as a director of the Association and a director of the Association shall be a member.
26. The number of directors shall be seven (7).
27. Directors shall retire from office at the end of the annual general meeting following the end of their term. Retiring directors shall be eligible for re-election. Directors shall be elected to a two (2) year term. The year of the Association financial year end will determine the number of directors to be elected at the AGM. On even years; four (4) directors will be elected from the membership, on odd years three (3) directors will be elected from the membership.
28. All directors shall have responsibilities set by the board. **(See Policy #28)**
29. If a policy is in place, all nominations for director positions will complete and sign a nomination form, a confidentiality agreement, and a code of conduct agreement prior to having their name stand for a director position. **(See Policies #29-1, 29-2, & 29-3)**
30. If there is only one (1) candidate for each vacant director position, that candidate shall be declared elected by acclamation. If there is insufficient nominees, the Scrutineer can take nominations from the floor.
31. If no votes are cast in an election, or no candidate is nominated to fill a director vacancy, the position will be declared vacant and may be filled at a later date in accordance to *Bylaw 32*.
32. If a director resigns his/her office or ceases to be a member in the Association, his/her office as director shall be vacated and the vacancy may be filled until the next AGM by the board of directors from among the members of the Association.
33. If a Director absents his/herself from two (2) consecutive meetings of Directors; OR two (2) out of the last six (6) meetings, without consent from the President, the seat may be declared vacant by the Board. The vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Association. **(See Policy #33)**
34. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare the interest. The declaration should be made to the board:
 - a) Upon nomination; and
 - b) If serving as a director, when the possibility of a conflict is realized.
35. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making:
 - a) As soon as they are aware that an issue may pose a conflict of interest; and
 - b) Prior to any decision making on matters pertaining to that interest; and
 - c) The withdrawal should be recorded in the minutes.

36. The Association shall indemnify and save harmless any director from and against any liability and respect of any action suit of proceeding that is proposed or commenced against him/her for in respect of anything done or permitted by him/her in the duties of his/her office. For the purpose of this clause, the Association shall purchase and maintain insurance as the directors may approve.

Officers

37. The officers shall be elected by the directors and shall be a President, a Vice-President, a Treasurer, and a Secretary. The offices of Treasurer and Secretary may be combined. **(See Policy #37)**
38. One of the officers shall be the President. The President shall perform duties of the Chair. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
39. One of the officers shall be the Vice-President. The Vice-President shall perform duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so. The Vice-President shall perform other duties as assigned by the members or the directors.
40. One of the officers shall be the Treasurer. The Treasurer shall have the responsibility for the custody of all financial books and records of the Association, and shall perform other duties as assigned by the members or the directors.
41. One of the officers shall be the Secretary. The Secretary shall:
- a) Have the responsibility for the preparation and custody of all non-financial books and records including:
 - i. The minutes of the members' meetings;
 - ii. The minutes of the directors' meetings;
 - iii. The register of members; and
 - iv. Filing the annual requirements with the office of the Registrar.
 - b) Have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors.
 - c) File with the registrar:
 - i. Within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election; and
 - ii. Within fourteen (14) days after the resolution is passed, a copy of every special resolution.
 - d) Change the list of directors on the Directors & Officers Insurance;
 - e) Shall perform other duties as assigned by the members or the directors.
42. The directors may also appoint a Recording Secretary:
- a) Who is responsible for taking minutes of all board and members' meetings; and
 - b) Who need not be a director.
43. If not holding a current term, non-voting ex-officio members of the board may consist of:
- a) A Past President of the Association, by majority vote of the newly elected board;
 - b) A Senior 4-H Member. **(See Policy #43)**
44. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President, and the Treasurer, or otherwise as prescribed by resolution of the board of directors. **(See Policy #44)**

Directors' Meetings

45. The board of directors is responsible to mandate and make decisions in the best interest of the Association.
46. The board of directors shall meet no less than four (4) times each year.

47. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:
 - a) Specify the date, time, place, and method of the meeting;
 - b) Be given to the members six (6) days prior to the meeting;
 - c) Be given to the directors by written or electronic means;
 - d) The non-receipt of notice by any member shall not invalidate the proceedings.
48. Quorum shall consist of four (4) directors. No business shall be conducted at any meeting of the board of directors unless quorum is present to open the meeting and upon request, before a vote.
49. Once quorum has been reached, the meeting will proceed as scheduled.
50. Ex-officio members, subject to *Bylaw 43*, with the will of the Board can be seconded for the purpose of forming quorum at Directors' meetings.
51. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.
52. At directors' meetings, the chair shall vote with directors, in the event of a tie the motion shall be defeated.
53. The management of the Association is the responsibility of the directors. In particular, the directors may engage administrative support, and determine their duties, responsibilities and remuneration.
54. Directors may appoint committees or ad-hoc committees and their mandate. These committees report to the board of directors. **(See Policy #54)**

Finance

55. All funds received by the Treasurer shall be deposited to the credit of the Association in a chartered bank of Canada as selected by the directors.
56. All payments, except petty items shall be drawn on the account in bylaw 51. **(See Policy #56)**
57. The fiscal year end of the Association shall be determined by the board of directors. **(See Policy #57)**
58. An auditor of the Association may be appointed by the members at the annual general meeting. If the members fail to appoint an auditor, the directors may do so.
59. The directors shall annually present to the members a written report on the financial position of the Association. The report shall be in the form of:
 - a) A balance sheet showing its assets, liabilities, and equity; and
 - b) A statement of its income and expenditure in the preceding year.
60. A copy of the financial report shall be signed by the auditor or by two directors.
61. A copy of the financial report shall be filed with the Registrar within fourteen (14) days after each AGM.
62. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Association with one week's notice. All other books and records of the Association may be inspected by any member at any reasonable time with two days prior notice to the annual general meeting at the registered office of the Association.
63. The Association shall not make loans, guarantee, or advance funds to any director.
64. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties. **(See Policy #64)**
65. The Association may only borrow money as approved by a special resolution of the members.

CERTIFIED to be the By-Laws of the Association, as enacted by the directors of the Association by resolution on the 01 day of December, 2017 and confirmed by the members of the

Association by special resolution on the 01 day of December, 2017

Dated as of the 01 day of December, 2017

Nicolas Roy (President)

[Name of Director/Officer]

[Signature of Director/Officer]