

International Seed Morphology Association (ISMA)



ISMA Bylaws

2017-2018

ISMA Organizing Committee
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Version 1.0

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BYLAWS OF INTERNATIONAL SEED MORPHOLOGY ASSOCIATION

Section 1 - General

1.01 Governance of the bylaws

The following bylaws shall be subject to, and governed by, the Non-profit Corporation Act of Saskatchewan, Canada. In the event of conflicts or disputes, these bylaws shall be prevailing controlling law.

1.02 The Purposes of forming the organization

The organization has been formed for the purposes of promoting seed morphology research, knowledge transfer and information sharing. However, it also performs all things incidental to, or appropriate in, forgoing specific and primary purposes.

1.03 The name of the organization

The legal name of the organization shall be known as ***International Seed Morphology Association***, and shall herein be referred to as organization.

1.04 The registered office of the organization

The principal office of the organization shall be located at Lot 14 South Country Estate, Saskatoon, Saskatchewan, Canada.

Section 2 - Membership

2.01 Members

Members in the organization shall consist of the register of the organization named in the articles and such other persons interested in furthering the organization's purposes and who have been accepted into membership in the organization.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the organization.

2.02 Application for membership

Application for membership shall be made in writing addressed to the secretary in such form as the board of directors may from time to time prescribe.

There shall be five categories of membership: Student Member, Regular Member, Corporate Members, Affiliate Members, and Honorary Members.

- **Student member:** Full-time college or university student
- **Regular Member:** Individuals of end user, author, scientist, researcher, stakeholder, or general public who are interested in seed morphology
- **Corporate Member:** Organization or industry membership
- **Affiliate Member:** Individuals employed in technical and/or professional positions in the organizations of the Corporate Member shall automatically become Affiliate Member.
- **Honorary Members:** Any person who has rendered signal service in one or more of the fields of activity in the Association is eligible for Honorary Membership.

2.03 Membership Dues

Membership dues of members shall be that sum as is fixed by the board of directors from time to time, and are payable after one (1) calendar month after the financial year end of the organization determined in these bylaws. Members shall be notified in writing of the membership dues payable by them and, if any are not paid within one (1) calendar month after the financial year end determined in bylaws, the members in default shall automatically cease to be members of the organization.

2.04 Annual Meeting

The annual membership meeting shall be held on a day and at a place determined by the board. All members shall be provided with a copy of the audited or reviewed financial statements, auditor's report or review engagement report and other financial information.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual meeting;
- c. the audited or reviewed financial statements;
- d. election of directors when three-year term is end; and
- e. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a member's proposal has been given to the secretary prior to the giving of notice of the annual meeting, so that such item of new business can be included in the notice of annual meeting.

Section 3 – Board of directors

3.01 Function and Responsibility of the Board of Directors

The board of directors is the governing body of the organization in a three year term, its roles include but not limited to the followings:

- a. Develop to strategic plans and policies of the organization.
- b. Control and direct the affairs and businesses of the organization.
- c. Delegate to the chairperson, the secretary or the treasurer, all or any of the powers and authorities
- d. Review and approve annual budgets, plans and priorities of the organization;
- e. Appoint the auditor or a person to conduct a review engagement of the organization's annual financial statements.

3.02 The Board of Directors:

The board of directors of ISMA shall consist of the follow:

1. Chair
2. Vice-Chair
3. Secretary
4. Treasurer
5. Project director
6. Publication Director
7. Member at large (North America)
8. Member at large (South America)
9. Member at large (Europe)
10. Member at large (Asia)
11. Member at large (Australia/Oceania)



The number of directors of the ISMA may be changed only by amendment of these bylaws.

3.03 Election and term of directors

The directors shall be elected by the members. The term of office of the directors shall be from the date of the meeting at which they are elected until the annual meeting when three-year term is end.

3.04 Vacancies

Vacancies in the board of directors shall be filled by a vote of the majority of the remaining members of the board of directors for the balance of the term.

3.05 Remuneration of directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the organization in their capacity other than as directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the board;
 - ii. approved by the board for payment by resolution passed before such payment is made.

3.06 Board meetings

Meetings of the board of directors may be called by the chairperson of the board, provided that, for the first organizational meeting following registration, the register person named in the article may call the first meeting of the directors.

Section 4 - Officers

4.01 Officers

The officers of the organization shall be 1. Chair, 2. Vice chair, 3. Secretary, and 4. Treasurer.

4.02 Appointment of the officers

The board shall appoint from among the directors a chairperson, treasurer and secretary at its first meeting following the annual meeting of the organization.

4.03 The duties and responsibilities of the officers

The appointed officers shall have the following duties and powers associated with their positions:

4.04 Chairperson

The chairperson of the organization by virtue of their office shall be chairperson of the board of directors. The chairperson has the following responsibilities determined by the board of directors:

- a. The chairperson of the board shall be the chief executive officer (CEO) of the organization and shall be responsible for implementing the strategic plans and policies of the organization.
- b. Ensure all orders and resolutions of the board are carried into effect.
- c. Keep the board fully informed with respect to the organization's business conduct.
- d. Make recommendations regarding the establishment of policies germane to the objectives of the organization.
- e. The chairperson shall, subject to the authority of the board, have general supervision of the affairs of the organization.

- f. The chairperson shall have such other duties and powers as the board may specify.

4.05 Secretary

The secretary shall attend and be the recording secretary of all meetings of the board of directors and annual meeting. The secretary shall enter or cause to be entered in the organization's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to directors.

4.06 Treasurer

The treasurer shall have such powers and duties as the board may specify.

The board may, from time to time, vary, add to or limit the powers and duties of any officer.

Section 5 - Financial

5.01 Accounting and bookkeeping

The organization shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in its books. All financial transactions shall be recorded and accounted for in accordance with the Generally Accepted Accounting Principles of Canada.

5.02 Banking

All monies shall be deposited into a chartered bank account belongs to the organization. Any funds disbursed shall be directed by proper authority, and proper vouchers for such disbursements shall be kept.

5.03 Financial year

The financial year of the organization ends on December 31 in each year or on such other date as the board may from time to time by resolution determine.

5.04 Annual financial statements

The organization shall prepare draft annual financial statements, and have them be reviewed or audited by a chartered professional accountant. These reviewed or audited financial

statements shall be rendered to the chairperson and directors at the regular meeting of the board, or whenever they may require it.

Section 6 - Adoption and Amendment of Bylaws

The board may from time to time amend these bylaws. Any amendment to the bylaws shall be passed by the majority of the votes cast in the members meeting.

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

Certified to be Bylaws No. 1 of the organization, as enacted by the directors of the organization by resolution on the 12th day of April, 2018.

Dr. Wolfgang Stuppy (Chair)

Dr. Axel Diederichsen (Vice Chair)

Dr. Ruoqing Wang (Secretary)

Janine Maruschak (Treasurer)

[Indicate name of director/officer]