

CORPORATION BY-LAW

A by-law relating generally to the transaction of business of the

"Jerusalem Artichoke Association of Canada"

BE IT ENACTED as a by-law of The Jerusalem Artichoke Association of Canada as follows:

ARTICLE I - NAME

The name of this organization shall be called the 'Jerusalem Artichoke Association of Canada' (JAAC).

Jerusalem artichoke (sunroot, topinambour) shall include all varieties of *Helianthus tuberosis* grown and used for both human and non-human use.

ARTICLE II - HEAD OFFICE

The Head Office of the Corporation shall be in the Province of Ontario in the office of the Jerusalem Artichoke Association of Canada (JAAC), Carleton University, 1125 Colonel By Drive, Ottawa) and at such place therein as the Directors may from time to time determine

ARTICLE III - PURPOSE

The purpose of the Association shall be to foster, encourage and promote all activities for the advancement of the Jerusalem artichoke industry in Canada, for example:

- a) By promoting and encouraging better cultural, planting, harvesting, processing, end-product development, and marketing practices:
 1. through research
 2. through extension
 3. through commodity chain communications
- b) By organizing meetings and field days for the discussion of all matters relating to cultural, growing, harvesting, processing end-product development and marketing of Jerusalem artichoke.
- c) By making surveys to observe crop conditions and problems within the entire industry as a means to create interest.

- d) By making advantageous use of promotion through the media.
- e) By accumulating funds to be used to stimulate research and marketing and to promote membership.
- f) By presenting to, and lobbying governments, on behalf of the Jerusalem Artichoke Association of Canada.

ARTICLE IV - MEMBERSHIP

Full Membership shall consist of:

- a) Any person, partnership, or corporation engaged in the production, processing or end-product use of Jerusalem artichoke may apply for a **Full Membership**, and upon the approval of the Board of Directors shall become a **Full Member** of the Association after paying the annual **Full Membership** fee.
- b) Each **Full Member** is entitled to one vote on matters under discussion at the Annual General Meeting of the Association.
- c) Each **Full Member** is entitled to:
 - 1. Receive all Newsletters distributed by the Association
 - 2. Receive notice of all Association meetings, including the Annual General Meeting
 - 3. Minutes of the Annual General Meeting
 - 4. Receive any other reports as sent out by the Association
 - 5. Receive a special discount on all promotional materials and conferences organized by the Association
 - 6. Receive a list of all JAAC members

Associate Membership shall consist of:

- a) Any person interested in the objectives of the Association may, upon payment of Annual Dues (set at the Annual Meeting and to be 50% of the Full Membership Rate), become an **Associate Member** and shall be entitled to attend all meetings of the Association, including the Annual General Meeting of the Association, and to receive notice of such meetings, but shall not have the right to vote.

Research and Extension personnel may become **Associate Members**, free of charge upon request.

- b) Each **Associate Member** is entitled to:

1. Receive all Newsletters distributed by the Association
2. Notice of Association meetings, including the Annual General Meeting
3. Will have no voting rights

Corporate Membership shall consist of:

- a) Any business or corporation, which has a vested interest in the Association and its mission, may become a **Corporate Member** upon the approval of the Board of Directors, and after paying the annual **Corporate Membership** fee.
- b) Each **Corporate Member** is entitled to:
 1. Receive all Newsletters distributed by the Association
 2. Receive notice of the Association meetings, including the Annual General Meeting
 3. Receive a list of all JAAC members
 4. The placement of one business-card size advertisements in a Newsletter
 5. Will have no voting rights

Student Membership shall consist of:

- a) Any person attending a post secondary school institute of learning (university, community college) may become a **Student Member** upon the approval of the Board of Directors, and after paying the annual **Student Membership** fee.
- c) Each **Student Member** is entitled to:
 1. Receive all Newsletters distributed by the Association
 2. Receive notice of all meetings, including the Annual General Meeting
 3. Will have no voting rights

ARTICLE V - DUES

Full Membership Fees, the amount of which shall be determined by the Full Membership at each Annual Meeting.

Full Membership Fees are due on February 1st.

Corporate Membership Fees to be set at each Annual Meeting.

ARTICLE VI - FISCAL YEAR

The Fiscal Year of the Association shall be February 1st - January 31st.

ARTICLE VII - MEETINGS

The Annual or any other General Meeting of the members shall be held at the Head Office of the Association or elsewhere in Canada, as the Board of Directors may determine, and on such day as said Directors shall appoint.

- a) The Annual Meeting of the Association shall be held each year for the purpose of conducting election of Directors, presentation and adoption of the Financial Report, the report of the auditors, the auditors to be appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any other business that may be put before the meeting.
- b) General meetings (location, theme, date, etc) shall be left to the discretion of the Directors (Executive Committee).

No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by written or e-mail notification at least ten days before the time fixed for holding of such meeting.

ARTICLE VIII - ERROR OR OMISSION NOTICE

No error or omission in giving notice of any general or annual meeting, or any adjourned meeting, whether annual or general of the Association, shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the e-mail or postal address of any member, director, or officer shall be his or her last address recorded in the books of the Association.

ARTICLE IX - ADJOURNMENTS

Any meetings of the Association or of the Directors (executive Committee) may be adjourned to any time and from time to time, and such business may be transacted at

such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournments may be made notwithstanding that no quorum is present.

ARTICLE X - QUORUM OF MEMBERS

A quorum for the Annual and General meeting shall be 10% of the membership plus the Directors (Executive Committee).

ARTICLE XI - VOTING OF MEMBERS

Each **Full Member** of the Association shall at all meetings of members be entitled to one vote. He/she may vote by proxy, providing he/she present in writing to the Executive Committee a letter stating his/her agreement of proxy. No member shall be entitled, either in person or by proxy, to vote at meetings of the Association unless he/she has paid all dues or fees.

At all meetings of members, every question shall be decided by a majority of the votes of the members present in person, or represented by proxy, unless otherwise required by the By-laws of the Association, or the law.

Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a member.

Upon a show of hands, every member having a voting right shall have one vote, and unless a poll be demanded, a declaration by the chairperson that a resolution has been carried or not carried, and an entry to that effect in the Minutes of the Association shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes accorded, in favour of or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, or by proxy, and such poll shall be taken in such a manner as the Chairperson shall direct and the results of the poll shall be deemed the decision of the Association in a general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon show of hands or by poll, the Chairperson shall be entitled to a second or casting vote.

ARTICLE XII - BOARD OF DIRECTORS (Executive Committee)

The affairs of the Association shall be managed by a Board of Directors (Executive Committee) comprised of members of the Association:

- a) The Directors shall hold business meetings from time to time as they determine and a minimum of 5 days notice shall be given of such meetings, unless all Directors are present and consent to the transaction of business.
- b) A quorum shall be 3 Directors.
- c) Directors, when necessary, may consult each other by conference call and this will be deemed to have been a meeting.

ARTICLE XIII - DIRECTORS

- a) The Directors (Executive Committee), in accordance with the By-laws, shall administer the affairs of the Association.
- b) The Board of Directors (Executive Committee) of the Association shall be elected at the Annual Meeting by members

Staggered terms of office (e.g. for 3 years, 2 years, 1 year) should be used as a way of ensuring continuity of the Executive Committee.

NOTE: The term of each Director elected at the Annual Meeting shall be decided at the first Executive Committee Meeting.

The position of President and of Vice-president, and their terms of office will be will be decided by members of the Executive Committee

Upon the approval of the Association Executive, additional director positions can be made available for specific Association uses, provided they meet the following criteria:

Membership of the group must be members in good standing of the Association
The past President shall remain a Director of the Association until the next election of a new President.

- a) Each Director may hold office for two consecutive terms, but shall not be eligible for one year after serving two consecutive terms.
- b) Existing Directors shall remain as such until the expiry date of their term of office or unless prior to said expire date they resign.
- c) The remaining Directors may fill vacancies occurring during the year of Directors or Officers until the next Annual Meeting.
- d) All Directors must be members of the Association in good standing.

- e) An alternative for a meeting may be made by a Director upon notification to the Association by said Director.

ARTICLE XIV – DUTIES IF THE PRESIDENT AND VICE-PRESIDENT

- a) The President, elected by the Board of Directors, shall call and preside at all meetings of the Association and all Directors' Meetings at which the President will decide all questions of order and make any suggestions deemed necessary in the interest of the Association. The President shall serve as an Ex-Officio member on all Committees.

The President cannot hold office for more than 2 consecutive terms.

- b) The Past President may advise the Directors and Officers. In the event both the President and Vice-President are absent, the Past President will assume the Duties of the President.
- c) The Vice-President shall perform the duties of the President in the absence or disability of the President.

ARTICLE XV - DUTIES OF DIRECTORS

- a) Shall be the liaison between the Association and Members.
- b) Shall, whenever possible, attend all meetings, Directors' and General, to give council and advice and, wherever possible, to add strength to the Association through leadership.
- c) Each Director should attend 50% of all meetings, unless extenuating circumstances exist.
- d) No Director shall miss three consecutive meetings, unless the absence is deemed justified

ARTICLE XVI - REMUNERATION

- a) Directors shall be paid expenses, subject to approval by the Executive Committee.

ARTICLE XVII - NOMINATIONS AND ELECTIONS

- a) A Nominating Committee, consisting of three paid up members composed of the Past-President and two members who are currently Directors, will present a slate of four proposed Directors as required, prior to the Annual Meeting.
- b) Nominations may also be received from the floor of the Annual Meeting, provided that such proposed nominee is proposed and seconded by a paid-up member.
- c) Where only one nomination is forthcoming, those nominated shall be voted on by an open vote of the membership. Where further nominations are made, the vote shall be by ballot.
- d) Only members in good standing are entitled to stand for office, make nominations, and vote.
- e) The books of the Association shall be audited by a person, or persons, elected by the members at the Annual meeting.
- f) In addition to auditing the books, the auditor shall prepare a written report as to the conditions in which he finds the books. Such a report shall be read at a regular meeting, or a meeting of the Board of Directors.
- g) A special audit may be called at any time by resolutions of the Directors (Executive Committee), provided that this audit is approved on resolution at a regular meeting, or at a meeting of the (Executive Committee), and the result of such audit shall be considered by the Directors for such action as may be necessary.

ARTICLE XVIII - CHANGE OF THE BY-LAWS

By-laws may be amended by any General Meeting of the members of the Association, provided that Notice of such a proposed amendment has been given at the last preceding meeting, or if Notice thereof is sent in writing or via e-mail to all members at least fifteen days before such proposed amendment is presented at a General Meeting.

ARTICLE XIX - MEMBERSHIP CARDS

The Association may issue to each member in good standing a membership card in the Association in such a form as the Directors from time to time determine.

ARTICLE XX - INTERPRETATION

In these by-laws and in all other by-laws of the Association hereafter passed, unless the context otherwise requires, words incorporation the singular number or the masculine

gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

NOTE: These bylaws were approved by the organizing committee of the JAAC (Lavictoire, Yves ; Todd, Jim; Paul Thomassin; Kelley Fitzpatrick; Ton Lam; Mark Mailloux; Bill Ableson; Larry M. Aden; Rania Agil; Edward Farnworth; Farah Hosseinian) via e-mail, February 22, 2016.