

BY-LAW #3

Be the General Bylaws of Haskap Canada Association

(Here in after referred to HCA)

March 2020

1. NAME 1. Haskap Canada Association/ Association Canadienne de la Camerise

2. TERMINOLOGY

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
"Act"

means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the board of directors of the Corporation and "director" means a member of the board;

"By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Communications" may be in person or via Tele/Video conference, fax, email, or Postal service.

"Director" the voting representative appointed by each Provincial/Territorial Haskap Association

"Grower" refers to an individual growing Haskaps for the purpose of commercial Haskap Berry sales or sales from valued added Haskap products. As defined by each Provincial and Territorial Association.

"Member(s)" refers to a Province/Territorial Haskap Association in good standing with Haskap Canada Association

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Provincial/Territorial Representative" is an individual appointed by each eligible Member to represent that region on the HCA Board of Directors.

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.

"Silent Observer" is a non-voting secondary representative appointed by each Member to monitor the Board of Directors activities as a form of training for future possible appointment to the HCA Board.

"**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution

INTERPRETATION In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender includes all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3.OBJECTIVES

3.1 The principal purpose of the HCA is the development of the Canadian Haskap industry through lobbying government and Informative public promotion (publicity, public relation)

3.2 To provide an umbrella organization for all legal and identified Haskap Associations (Provincial and Territory) in order to foster cooperation and communication for the betterment and development of this industry throughout Canada.

3.3 To compile industry statistics and furnish pertinent official information.

3.4 Such other complementary purposes not inconsistent with these objectives.

4. MEMBERSHIP

4.1.1 The Membership of HCA will consist of Provincial and Territorial membership from each of the following possible Provincial/Territorial Haskap Associations.

1. BC Haskap Association
2. Haskap Alberta Association
3. Saskatchewan Haskap Association
4. Manitoba
5. Haskap Berry Growers Association of Ontario (HBGAO)
6. Camerise Quebec / Quebec Haskap

7.Haskap Growers Association of Nova Scotia (HGANS)

8.New Brunswick

9.P.E.I

10. Newfoundland and Labrador

11. Yukon

12.Northwest Territories

13.Nunavut

4.1.1a Each Province and Territory will elect a member to represent their membership at all HCA Board Meetings and AGM

4.1.2 If a Province or Territory has less than 6 growers in their region they may be allowed to amalgamate with another Province or Territory if they share a common Border. This amalgamation would need the approval of the Board of Directors of HCA. An example would be the Northwest Territories/Yukon/Nunavut.

4.1.3 All current Provincial/Territorial bylaws must be viewed by the HCA Directors to deem they are not in conflict with the HCA Bylaws and Objectives.

4.1.4 Any future changes to Provincial/Territorial Bylaws must be submitted to HCA for viewing in order to ensure, new bylaws are not in conflict with HCA Bylaws and Objectives

4.1.5 The Provincial/Territorial Associations, must be registered with their Provincial/Territorial Government in which that Organization exists, and such Constitution shall be similar to, and shall not conflict with the intent of HCA bylaw and objectives in any manner whatsoever with the HCA bylaws or objectives.

4.2. Amalgamated Associations

4.2.1. If there are less than 6 commercial Haskap growers, and less than 25,000 combined commercial Haskap bushes in a province or territory, as a group these growers may opt to join another Provincial or Territorial association. All of the region's members must join the same Provincial/Territorial Haskap Association, and such Association must be with one of the common adjunct Provincial or Territorial Haskap Associations.

4.2.2. Any exceptions to 4.2.1 will be dealt with by the member bringing their reason to the board and the board then makes a decision on a case by case basis whether or not the

concerns are valid. The member can then move/stay within the desired association and can perform duties as a member of that association regardless of geographical location. Both provincial association boards must be in agreement with this decision.

4.3. Membership Fees and Guidelines

4.3.1. All Members are bound by these bylaws, amendments thereto, and any other by-laws of the HCA.

4.3.2 All Member Associations must submit their membership dues as follows: *Initial payment is due no later than Feb 15. The initial payment consists of the minimum grower per association as mentioned in article 4.2.1 multiplied by the membership fees as mentioned in article 17. Second adjustment payment must be made by August 31. This adjustment reflects the number of Growers registered in that Member Association on August 31, minus the initial payment and multiplied by the membership fees. - The HCA Treasurer must receive communication from each Member regarding the exact number of Growers registered in that region as of December 31. - Third and final payment must be made no later than January 15 of the following year. This final payment reflects each new Grower in the Member Association, from September 1 until December 31 and multiplied by the membership fees.*

4.4. Member in Good Standing

4.4.1. Members having met all their financial obligations to the HCA and who have not been otherwise suspended from active membership shall be considered to be in good standing.

4.5. Financial Liability

4.5.1. The financial liability of members shall be the amount due in respect of membership fees and any other fees or services due to the HCA.

4.6. Rights and Privileges

4.6.1. Only members in good standing can enjoy the rights and privileges of membership.

4.6.2. All members deemed in good standing according to these bylaws shall enjoy the same rights and privileges and bear the same liabilities as the founders of the HCA.

4.7. Date of Membership

4.7.1. Regional Memberships coincide with the calendar year. Members can join at any time during the year, but all membership will expire December 31.

4.7.2. *INITIAL PAYMENT OF Membership fees are due on or before February 15th. Members not*

having paid their fees by February 15th may be removed from the membership roll. If approved by the Board with a majority vote the Member's Director could remain as a silent observer until such membership dues are paid.

4.7.3. Members dropped from the roll under the provisions of 4.6.2 shall be reinstated upon payment of their dues in arrears for the current year. If the Member's Director holds a position of title and is unable to fulfill their position and/or vote for 3 consecutive meetings they may be at risk of suspension and replacement under article 5 of these bylaws.

4.7.4. Membership fees will not be prorated.

4.8.Voting

4.8.1. The chosen Director from each Member shall have a single vote regardless of the number of individual grower memberships that region holds.

4.8.2. The Member's Director must be in good standing to be eligible to vote on proposed amendments to these bylaws.

4.8.3. When bylaws 4.8.1. and 4.8.2. have been met, the right to vote is contingent upon the chosen Director's name appearing on the membership roll at least (7) seven days before the date of any meeting. Names must be provided by each Member Association.

4.9 Proxy Voting

4.9.1 If an individual on the Board of Directors is unable to attend a meeting where a vote is to be held, the Silent Observer will automatically hold the right to vote by default, unless that Member chooses another individual within that Director's Member Association to hold his/her voting power.

4.9.2. A communication must be sent from the Member to the Chair and Secretary of HCA notifying them of the Change in voting status. This will be noted in the Minutes.

4.10 Eligibility to Hold Office VS Eligibility to Sit as a Director

4.10.1. A member must reside in Canada, and be 18 years of age or older.

4.10.2. To be eligible to hold office as a Director or Silent Observer, the individual must own a minimum of **300** planted Haskap bushes for the purpose of Commercial fruit sales or value added Haskap sales.

5. SUSPENSION, EXPULSION, INFRACTIONS AND PENALTIES

5.1 Membership Suspension

5.1.1. The Board of Directors may decide to suspend a Member's privileges, if they are not currently in good standing.

5.1.2. A Provincial/Territorial "Member in good standing" - is the status assigned to a Member of the HCA when they have remained current on Association dues (or applications for due waivers) which cover a 12-month period. Being a Member in good standing affirms the Member's commitment to the vision of the HCA, reflected in the HCA Bylaws and other HCA policies. It is expected that members in good standing will work collaboratively to strengthen the HCA and will not engage in any activities that put the HCA in financial or structural jeopardy. Furthermore, Members will not engage in any activity that would undermine the stated objectives of the HCA, nor engage in any activities that will bring discredit to the HCA.

5.1.3. Any Director (or hired Officer) who fails to uphold their duties may be removed by a majority vote of the remaining Board of Directors. The Member Association of the offending Director is responsible for finding a replacement for their Association, and this new individual will become a "Director At Large" unless otherwise voted into a title position with a majority by the existing Board of Directors.

5.1.4. Any Director (or hired Officer) who misses Three (3) consecutive meetings without prior notice to the Chair, may be at risk of being removed from their position. The Member Association of the offending individual is responsible for finding a replacement for their Association. This new individual will become a "Director At Large" unless otherwise voted into title by the existing Board of Directors.

1.5. Any Director with "title" who misses half of the yearly meetings, may be removed from office by a majority vote of the remaining Board of Directors. This position will be filled immediately by the remaining Board of Directors until the next AGM, regardless of their Voting rotation. The Member Association of the offending member is responsible for finding a replacement for their Association

and this individual will become a “Director at Large” unless otherwise voted into title by the existing Board of Directors.

5.1.6 Any “Director at Large” who misses half of the yearly meetings, may be removed from office by a majority vote of the remaining Board of Directors. The Member Association of the offending Director is responsible for finding a replacement for their Association.

5.17 All Directors of HCA affirm their commitment to the Objectives of the HCA, reflected in its Bylaws and other HCA policies. It is expected that Directors in good standing will work collaboratively to strengthen the Association and industry, and will not engage in any activities that put the HCA in financial or structural jeopardy, will not engage in any activity that would undermine the stated Objectives of this Association, nor engage in any activities that will bring discredit to the Association. Any Director deemed to be in conflict with the above statement may be removed from office by a majority vote of the remaining Directors. Following their removal the Member Association of said Director is responsible for their replacement.

5.2 Suspended Registrations

5.2.1. The Board of Directors may temporarily suspend any Provincial/Territorial Association Member, and such suspension shall remain in effect until rescinded by the Board of Directors.

5.3 Expulsion

5.3.1. Expulsion means loss of Provincial/Territorial Membership privileges for an indefinite or limited period of time, as set out by the Board of Directors.

5.4 Suspension/Expulsion by the Board of Directors

5.4.1. The Board of Directors shall be empowered to suspend or expel any Member Association who contravenes or fails to observe these Bylaws, or fails to act in accordance with these Bylaws, or whose own Association Bylaws are in conflict with the Bylaws and Objectives as set out by the Haskap Canada Association.

5.4.2. Any suspended or expelled Member Association may appeal to the board of Directors for reinstatement. The Board of Directors shall reinstate the Member if so voted by a majority of the Directors.

5.5 Responsibility

5.5.1 Suspended or expelled Members shall have no claim to Haskap Canada Association property or assets.

6. REGISTERED OFFICE

6.1 The "Registered Office" of the Association, shall be located at a site specified by the Board of Directors at each AGM.

7. FISCAL YEAR

7.1 The Haskap Canada Association fiscal year end shall be December 31 of each year.

8. STRUCTURE , ELECTION and VACANCIES

8.1 Structure

8.1.1. HCA business shall be conducted by a Board of Directors comprised of one (1) Director duly appointed by each of the approved Member Associations. Such Representatives' names must be received by Haskap Canada no less than 7 days prior to the Annual General Meeting.

8.1.2: Association business shall be conducted by a Board of Directors comprised of: (1) Chair ,(2) 1st Vice Chair (3) 2nd Vice Chair, (4) Secretary, (5) Treasurer (6) Directors at Large

8.1.3: No Director shall hold more than one HCA office at a time.

8.1.4: The Past-Chairperson may act as an advisor to the Board of Directors, upon invitation of the sitting board, for up to two years. Upon Invitation they may attend all Board meetings. Past Chairpersons will not have voting rights.

8.1.5. The appointed Directors, one (1) from each of the Member Associations in good standing, shall constitute the fully empowered Board of Directors of the HCA.

8.2: Election of Officers by the Board of Directors

8.2.1: Association business shall be conducted by a Board of Officers comprised of a: (1) Chair ,(2) 1st Vice Chair (3) 2nd Vice Chair, (4) Secretary, (5) Treasurer

8.2.2: The newly appointed Officers shall immediately assume office for a term of two (2) years.

8.2.3: Officers (1), (3), (5) will have elections on Odd Years of the Annual General Meeting. Officers (2), (4), will have elections on the Even Year of the Annual General Meeting.

8.2.4: On completion of the (2) two-year term, Officers can be re-elected for a maximum of 3 consecutive terms in the same position (a total of 6 years), taking at least one term off before being elected for the same position, unless re-voted in by 100% of Members voting at the Annual General Meeting.

8.2.5. It is strongly desired that there is balanced eastern and western representation in the Office of Chair, Vice Chair, 2nd Vice Chair, Secretary, and Treasurer * Chairperson - will serve as the HCA Chairperson and is responsible for all duties that fall under this title. * First (1st) Vice-Chairperson - This person will move to be HCA Chairperson in the event a temporary replacement is needed for Chair, and is also responsible for all other duties that fall under the title of First Vice-Chair. * Second (2nd) Vice-Chairperson- This person will move to First Vice-Chair position and be responsible for all duties that fall under the title of Second Vice-Chair. * Secretary – will be the Secretary for HCA and are responsible for all duties that fall under this title and overseeing Secretarial duties that may be conducted by a hired administrator * Treasurer - will be the Treasurer for Haskap Canada Association and responsible for all duties that full under this title and overseeing Treasurer duties that may be conducted by a hired administrator * Director(s) At Large –all are encouraged to oversee Committees.

8.3: Vacancies

8.3.1: Vacancies on the Board of Directors caused by the resignation, dismissal, or death of a Director, must be filled by a representative of the Member Association that has the Vacancy.

8.3.2: If a permanent Vacancy occurs in the voted Positions of Title (Chair, Vice Chair(s), Secretary, or Treasurer) the Board of Directors will vote to let the New Representative fill that position until the Term is Complete OR they may vote to in-fill this position with one of the existing Directors until the term is complete

8.3.3: If the Vacancy occurs in Chair Position, the (1st) First or (2nd) Second Vice -Chair would assume the Position of the Chair until the next Annual General Meeting. A vote of () two thirds the present Board of Directors would decide which Vice Chair would assume the Role of Chair.

8.4: Payment Authorization

8.4.1: All payment (cheque, electronic payment, cash) issued by Haskap Canada must be approved (signature, electronic signature, email approval) by two of the three authorized Directors (Treasurer, 1st Vice-Chair, 2nd Vice-Chair) as long as it is approved on the annual budget or by the majority of the board of directors for any expense above \$1000. All expenses under \$1000 that are NOT in the budget must be approved by all three (3) authorized Directors.

8.5: Remuneration of Directors

8.5.1: Directors shall receive no remuneration for their duties when serving as an HCA Director. Pre-approved incurred expenses and consultation fees are allowed if a Director is acting in an expert capacity.

9. OFFICERS, COMMITTEES, DIRECTORS

9.1 Chairperson

9.1.1. To preside over Association, Board, and Executive Committee meetings.

9.1.2: The Chairperson will take Roll call at all Meetings as stated in

9.1.3. To generally supervise the HCA business.

9.1.4. To do all acts and duties in accordance with the functions of Chairperson of similar organizations.

9.1.5 This person provides leadership, direction and administration of operations to ensure compliance with organizational stated objectives. All Chair communications must be reviewed and approved by the board with a majority Vote.

9.1.6 If the Chairperson is requested to give any public presentations, the speech should be developed with the assistance of the (1st) First and/or (2nd) Second Vice- Chairs.

9.1.7 Any conversations the Chairperson has with government officials must be attended (live or by electronic telecommunications) by both Vice-Chairs when possible, or at least 1 Vice-Chair if the other is not available. This meeting must be documented and shared with the entire executive within 7 days of said meeting.

9.1.8 More specifically, the Chairperson's role is to preside over board meetings, appoint committees and perform other duties as directed by the Bylaws. As Chairperson, this individual represents the organization in public by giving speeches, writing articles and attending functions on behalf of the organization.

9.1.9 The Chairperson will not vote at AGM or Board of Director meetings except in the event of a tie vote, where the Chairperson will vote to break a deadlock.

9.2. First(1st)Vice-Chairperson

9.2.1. The First (1st) Vice-Chair shall be elected in the same manner as the Chairperson. This person shall perform the functions of the Chairperson in their temporary absence.

9.2.2: The First (1st) Vice-Chair serves as the board's leader when the Chairperson is not present, such as during official board meetings.

9.2.3: The First (1st) Vice-Chair is responsible for working (researching and writing) with the Chairperson to develop public communications including telecommunications, written articles, letters and speeches. All forms of public communication must be reviewed and approved by the Board of Directors with a majority Vote.

9.2.4: The First (1st) Vice-Chair should be present for all communications involving government agencies, in person or via teleconference. If they are unable to attend in person then any and all meetings must accommodate telecommunications. If they are unable to attend and it is more feasible the 2nd Vice-Chair may be asked to attend such meetings. All forms of government communication must be documented and forward to all members of HCA within 3 days of the said meeting.

9.2.5: The First (1st) Chair is also responsible for acting on behalf of the Chairperson when the Chair is unable to attend public and government functions. Bylaws 9.2.2 and 9.2.3 will still apply.

9.3: Second (2nd) Vice-Chairperson

9.3.1: The Second (2nd) Vice-Chair is generally in training to replace the 1st Vice Chair.

9.3.2: The Second (2nd) Vice Chair is responsible for working (researching and writing) with the 1st Vice-Chair and Chairperson to develop public communications including telecommunications, written articles, letters and speeches. All forms of public communication must be reviewed and approved by the board with a majority vote.

9.3.3 The 2nd Vice-chair should be present, if possible, for all communications involving government agencies, in person or via teleconference. If they are unable to attend in person then any and all meetings should accommodate telecommunications. All forms of government communication must be documented and forward to all members of HCA within 3 days of the said meeting.

9.3.4 The Second (2nd) Vice-Chairpersons may be asked to act on behalf of the Chairperson when the Chair or 1st Vice-Chair is unable to attend public and government functions. Bylaws 9.3.2 and 9.3.3 will still apply.

9.4 Secretary

9.4.1. The duties of the Secretary shall be attending all meetings of the Haskap Canada Association, the Board of Directors, and the Executive Committee (if requested by the executive); to take precise minutes of all meetings, and to carry out all responsibilities delegated to the Secretary by the Board of Directors or the Executive Committee in accordance with the Association's Bylaws.

9.4.2. The Secretary shall maintain, on a yearly basis, the Articles of Incorporation and Bylaws of the Haskap Canada Association, as well as all amendments thereto approved by CORPORATIONS CANADA. If the Organization does not have a business office, the Secretary keeps its records and its non-financial legal documents, including its Bylaws, articles of incorporation and minutes of historical meetings at its "Registered Office". The Secretary shall make the Bylaws available by telecommunication to the membership at all reasonable times for inspection and making copies thereof.

9.4.3. The Secretary shall submit the Annual Corporate Report and any changes of Directors or Changes of Bylaws to the Non-Profit Corporation Branch of Canada.

9.4.4 The Secretary will oversee all Secretarial duties that may be conducted by a hired General Manager as stated in Article 9.8 .

9.5 Treasurer

9.5.1. The Treasurer shall deposit all monies received by the Member Associations, in to the HCA account at a chartered National bank as selected by the Board of Directors.

9.5.2. The Treasurer shall keep the HCA financial records, unless HCA has a professional accountant or business manager. In that case, the Treasurer keeps copies of the main financial records, signs checks that the business manager or accountant writes, approves purchases and invoices and otherwise oversees and monitors the HCA finances. The Treasurer also prepares and delivers a Treasurer's Report at each of the Board's official meetings and files or oversees the filing of the HCA Annual Tax Return.

9.5.3 The Treasurer of HCA will oversee all Treasure duties that may be conducted by a hired General Manager as stated in article 9.8.

9.6 Directors at Large

9.6.1. "Directors at Large" who do not have one of the previously discussed roles, are expected to volunteer to head committees. 9.6.2. These Directors attend meetings, receive updates and vote on Board matters. They have the right to make motions, discuss and vote on them.

9.6.3. These positions may come with a Committee Chairperson title.

9.6.4. After serving as a Director at Large, these individuals may ascend to Executive "Officer" positions.

9.6.5 Each Director shall assist in applying the HCA Objectives and Bylaws.

9.7 Silent Observer

9.7.1. Each Member Association in good standing is eligible to have a second representative attend all Board of Director meetings. It is ideal but not mandatory that this position is held by the same individual throughout the term. This individual is not a Director and will therefore not have voting privileges.

9.7.2. The Silent Observer is a Non-voting position, so therefore silent during votes and they cannot make Motions, but they are encouraged to give their opinions at all times during discussions both prior and post the voting process.

9.7.3. The Silent Observers are encouraged to sit on Committees.

9.7.4 The idea behind Silent Observer positions is one of succession planning. It is ideal if the

Silent Observers become the future voting board members who now have knowledge.

9.8 General Manager

9.8.1. The Board of Directors may appoint or hire a General Manager from outside the HCA to assume the duties of Secretary and Treasurer. This individual will act under the authority of, and with the approval of the Board of Directors. The Secretary and Treasurer Directors will now be more of a supervisory position, overseeing the General Manager duties.

9.8.2. The General Manager shall not hold office and shall not have voting privileges.

9.8.3. The General Manager shall provide a guarantee (bonding) in the amount specified by the Board of Directors.

9.8.4. The Board of Directors shall approve the length of the General Manager's contract and salary.

9.9 Executive Committee

9.9.1. The elected Officers that comprise the Executive Committee are the Chairperson, First Vice-Chairperson, and Second Vice-Chair.(2nd Vice-Chair will also provide secretarial services.)

9.9.2. A copy of the minutes of each executive committee meeting shall be distributed to all Directors within ten (10) days following the meeting.

9.9.3 As necessary, the Chair may ask for an Ad hoc committee to be formed to address a particular need.

9.10. Special Committees

9.10.1 The Board may appoint Directors, or request individuals in good standing from Association Members to sit on Special Committees. Such Committees must be chaired by a Director.

9.10.2 All committee decisions must be submitted to the Board of Directors for approval.

9.10.3 The Board shall create a Special Committee to run a National Research Symposium that should be alternated every year between the East and West. (This activity is encouraged to accompany the Annual General Meeting.)

9.11 Directors

9.11.1 The Directors represent their respective Member Associations.

9.11.2. The Directors shall promote the HCA in their respective Associations

9.11.3 Each Director shall submit verbal and written reports about their HCA Board activities to their respective Provincial/Territorial Member Associations.

9.11.4 Each Director shall assist in applying the HCA Objectives and Bylaws at the local level.

9.12 Representatives

9.12.1 Representatives to other Associations, if required, shall be appointed by the Board of Directors.

10. AUDITS

10.1.1 \$50,000 or less- Board Members must appoint a Public Accountant (PA) by ordinary resolution at each AGM. Exception - Board Members may waive appointment by annual unanimous resolution. The PA must conduct a review engagement, but Board Members may pass an ordinary resolution to require an “audit” instead. (If no PA is appointed, then only a compilation is necessary.)

10.1.2 More than \$50,000 and up to \$250,000 - Board Members must appoint a PA by ordinary resolution at each AGM. The PA must conduct an audit, but members can pass a special resolution to require a “review engagement” instead.

10.1.3 More than \$250,000- Board Members must appoint a PA by ordinary resolution at each AGM. The PA must conduct an audit.

11. MEETINGS

11.1 Annual General Meeting

11.1.1. The Association's Annual General Meeting shall be held at the time and place specified by the Board of Directors. **Forty-five (45) Days** notice of such a meeting must be given to all HCA Directors and Silent Observers. Each Recognized Provincial/ Territorial Association must also be notified so they may make any necessary changes to their representatives if needed.

11.1.2. The Board of Directors shall announce or notify by email and/or telecommunication, the time and place of the AGM. The AGM itself can be held by telecommunication link.

11.1.3. All Original Documents shall be maintained by an Authorized person as voted on by the Board of Directors of the HCA.

11.1.4. The Directors shall at the last board Meeting prior to the Annual General Meeting appoint a supervisory individual or committee that will conduct the Voting portion of the AGM. These Individuals may be comprised of Silent Observers.

11.1.5. Prior to the Annual General meeting the Treasure shall request Board approval for a chosen individual or committee or Accounting firm to conduct a review of the Financial s for verification.

11.2 Board of Directors Meetings

11.2.1. Calls to Board Meetings, other than those immediately preceding and following the AGM, shall be sent to the Directors at least Fifteen (15) days prior to the date of the meeting.

11.2.2 Board meetings can be held with shorter notice, subject to approval by all the Directors. In such instances, the minutes shall reflect the decision and include the written, verbal or email acceptance of each Director.1

11.2.3 Board of Director meetings may be held by in person or via teleconference. The Chairperson shall provide the agenda to the Secretary or General Manager and will ensure that the Board of Directors receives such agenda at least (10) Ten days prior to any Board of Directors Meetings. In any meetings requiring a Vote that requires Member Association consultation among their Directors, (10) Ten days notice must be given. A majority vote is sufficient to carry a decision. If proper notice has not been given, then any Director can request the motion to be tabled until the Member Association has been consulted and such requests must be granted.

11.2.4. Directors who are unable to attend the meeting in person, may attend by phone or email or video conference to register their vote on any issue.

11.2.5 Votes by email proxy will be permitted but must be submitted on or before deadline as stated by the Chairperson conducting the Vote.

11.2.6 If a Director requires consultation with their Member Association prior to voting on a motion, that director can request that the motion be tabled until the next Board of Directors Meeting.

11.3 Executive Committee Meetings

11.3.1. Calls to Executive Committee meetings shall be emailed or sent by group messaging to Executive members at least seven (7) days prior to the date of the meeting.

11.3.2. Executive Meetings can be held with shorter notice. In such instances, the minutes shall reflect the decision and include the written, email or verbal acceptance of each Executive Director.

11.3.3 A quorum of three (3) as provided for under article 11.4.3. is required and shall be established by the number of Executive member attendance/responses. A majority vote is

sufficient to carry a decision. This decision shall be shared with the Board of Directors at the following meeting of the Board of Directors and must be reflected in the minutes.

11.4. Quorum

11.4.1. The Quorum for the AGM shall be two thirds (2/3) of attending Directors in good standing and who are eligible to vote. Attendance may be in person, via teleconference, or video conference.

11.4.2. The Quorum for Board of Director meetings shall be two thirds (2/3).

11.4.3. The Quorum for Executive Committee meetings shall be three (3).

11.5 Voting

11.5.1 Voting at live meetings shall proceed by the raising of hands or a verbal command if the individual is attending by video or teleconference, unless a voting Director requests a secret ballot. To be carried, motions must receive a majority of 50% plus 1.

11.5.2 The Chairperson will not vote at AGM or Board of Director meetings except in the event of a tie Vote where the Chairperson will vote to break a deadlock. The Chair will vote on motions at Executive Committee meetings, where votes will be recorded.

12. AGENDAS

12.1 The Agenda for Meetings shall proceed using the following:

1. Roll
2. Determining if Quorum is Present
3. Approval o the Agenda
4. Approval of the Minutes
5. Treasurer Report
6. Correspondence
7. Reports from Regional Associations
8. Old Business
9. New Business

10. Verification of written confirmation of appointment of each of the Provincial/Territorial Associations of their Director to the Canadian Haskap Association, if required in the case of an Annual General Meeting
11. Amendments to Bylaws in the case of an Annual General Meeting
12. Set date of next meeting
13. Adjournment

12.2 The most recent Robert's Rules of Order shall serve as a guide in all HCA meetings.

13. AUDITOR'S REPORT AND YEARLY FINANCIAL STATEMENT

13.1 The Board of Directors shall submit a duly audited and board accepted financial review with detailed statement of the HCA's income, expenditures, assets, and liabilities at each AGM.

13.2. Expenditures, Income, and Property, whatever their origin, the income and property of HCA may only be used for the purposes as set out in Objectives of the HCA. No part of these monies or property may be directly or indirectly transferred, (or paid) to any former, present, or future Members, or to any other individual through a Member, except for bonafide debts or payments.

14. COMMUNICATIONS

14.1: All incoming and outgoing communications should ideally go through the HCA Administrative email address. Alternatively, emails sent from a personal email address must be copied to the HCA Administrative email site.

14.2: If a Director gets an email to their "personal" email address regarding HCA Business, this email must be forwarded to the HCA Administrative email address.

14.3: If more than 1 email address is formed to handle incoming and outgoing communications (IE: Chairman and Treasurer) the Password for all email addresses must be shared with the entire Board of Directors for viewing such communications.

14.4: Emails should be identified, sorted and filed under subject titles.

14.5: General inquiry emails may be deleted after 3 years or as approved of by an

email evaluation committee.

14.6: Emails of a business nature must be kept for a minimum of 5 years. After that period, emails may be deleted if they have been reviewed by the evaluation committee. The committee should comprise a minimum of 2 members, including 1 director. Other members could be Silent Observers.

15. AMENDMENTS TO BY-LAWS

15.1 These bylaws may be amended during the AGM by a two thirds ($\frac{2}{3}$) vote of attending Directors in good standing.

15.2 Proposed amendments must be signed by two Directors in good standing, submitted to the HCA at least Fifteen (15) days prior to the AGM, and distributed to all members at the same time as the Agenda presentation. Otherwise, the proposal cannot be presented at the AGM.

15.3. The wording of the amendment may be changed at the meeting.

16. DOCUMENT BACKUP

16.1 All financial files will be kept by the Treasurer and will be kept together according to year, and at year end they will be filed with the financial review. Important documents will be backed up to the Cloud of choice as chosen by the Board of Directors. Important documents are documents HCA cannot do without or if we may need to recall them at a future date. Important files must be backed as soon as they are finalized or received.

16.2: All other Non- financial Files will be held by the Secretary (or General Manager). They will be kept in Alphabetical order. Important documents will be backed up to the "Cloud of Choice" which will be chosen by the Board of Directors. Important documents are documents that HCA cannot do without or if HCA may need to recall them at a future date. Important files must be backed up as soon as they are finalized or received.

16.3: If HCA owns a primary computer, and hires a General Manager, all documents will be backed up to an external source on a daily basis. Documents to be stored are described above in 16.1 and 16.2

16.4. It is ideal if they can automatically be backed up to an external hard drive.

17 MEMBERSHIP FEES

17.1. The Board of Directors may recommend membership fees, and increases or decreases for its members, subject to approval by a simple majority of the Board of Directors present in person, or via phone or video conference, which will be presented at the Annual General Meeting.

18. CONSULTATION OF MEMBERSHIP

18.1. In accordance with this provision, there shall be No by-law amendments, amalgamation(s) with one or more Association(s), or dissolution of the HCA without prior consultation of the entire board of directors, which is all the chosen directors from each Provincial or Territorial Associations.
