

International Seed Morphology Association (ISMA)



ISMA Bylaws Version 3.1

November 1, 2024—October 31, 2027

ISMA Executive Board
11/1/2024

These bylaws were revised by the ISMA Executive Board that consists of members of:

Chair:

Ernest L. Allen (USA)

Director, Seed Regulatory and Testing Division
United States Department of Agriculture

Vice Chair:

Dr. Axel Diederichsen (Canada)

Curator, Research Scientist, Plant Gene Resources of Canada
Agriculture and Agri-Food Canada

Secretary:

Dr. Ruojing Wang (Canada)

Research Scientist, Seed Science and Technology Section, Saskatoon Laboratory, Canadian Food Inspection Agency

Treasurer:

Todd Erickson (USA)

Laboratory Supervisor, Seed Regulatory and Testing Division
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Project Director:

Dr. Melissa Islam (USA)

ID Tools Coordinator, USDA APHIS PPQ Science & Technology,
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Botanist, Garden Designer and Artist,
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Scientific Curator, Botanic Garden
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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 14 Country Road, R. M. Dundun , Saskatchewan, Canada.

Section 2 – Board of directors

2.01 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, and 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 of the organization's annual financial statements.

2.02 The Board of Directors:

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

1. Chair (1)
2. Vice-Chair (1)
3. Secretary (1)
4. Treasurer (1)
5. Project director (2)
6. Publication Director (1)

2.03 Election and term of directors

The directors shall be nominated by stakeholders, partners, or the directors of the previous Executive Board and voted by the directors of the Executive Board. The term of the directors shall be from the date of the appointment until three-year term has ended. The term of directors can be extended for consecutive terms.

2.04 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.

2.05 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.

2.06 Board meetings

Meetings of the board of directors may be called by the chairperson of the board, or on chairperson's behalf.

Section 3 - Officers**3.01 Officers**

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

3.02 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.

3.03 The duties and responsibilities of the officers

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

3.04 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.

3.05 Secretary

The secretary shall attend and be the recording secretary of all meetings of the board of directors. 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.

3.06 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 4 - Financial**4.01 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.

4.02 Banking

All monies shall be deposited into a chartered bank account belongs to the organization. Any funds disbursed shall be approved by authorized officers and records of such fund disbursements kept. Disbursements will be noted in the Annual Financial Statement."

4.03 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.

4.04 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 5 - 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. 3.2 of the organization, as enacted by the directors of the organization by resolution on the 1st day of November 2024.

Ernest Allen (Chair)

Dr. Axel Diederichsen (Vice Chair)

Dr. Ruojing Wang (Secretary)

Todd Erickson (Treasurer)

[Indicate name of director/officer]