

Niagara-on-the-Lake Horticultural Society

CONSTITUTION

Article I NAME

The name of the Society shall be Niagara-on-the-Lake Horticultural Society, hereinafter referred to as the Society.

Article II AUTHORITY

The Society is established as a not for profit corporation without share capital under the authority of the Agricultural and Horticultural Organizations Act, R.S.O. 1990, c. A9 and all articles shall conform with the Agricultural and Horticultural Organizations Act and its regulations, herein after referred to as the Act. The Society is a registered charitable organization #89272 0178 RR 0001.

Article III MISSION

The mission of the Society is to promote, advance and support horticultural and environmental related concerns within Niagara-on-the-Lake under the provisions of the Act

The objectives of the Society are as follows

- (a) to hold meetings respecting the theory and practice of horticulture;
- (b) to encourage the planting of trees, shrubs, flowers, and vegetables on public and private grounds;
- (c) to promote balcony and community gardening and outdoor beautification;
- (d) to arrange field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
- (e) to distribute seeds, plants, bulbs, flowers, trees and shrubs;
- (f) to promote and support the protection of the environment;
- (g) to promote the circulation of horticultural information through any media;
- (h) to promote the benefits of therapeutic horticulture; and
- (i) to stimulate an interest in the study of horticulture.

The Society shall expend its funds in a manner consistent with the objectives set out in Article III and shall otherwise comply with the requirements of the Act.

Article IV MEMBERSHIP

1. Membership shall be open to all persons interested in promoting the mission and objectives of the Society. The Society's Board of Directors may establish membership categories as required.

Article V ADMINISTRATION

1. A board of Directors shall be elected at the annual meeting in accordance with the Act. The terms of reference for election/appointment and the duties to be performed by Directors and Officers shall be provided in the By-laws of the Society.

2. The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the By-laws of the Society

3. Powers and Duties

1. In addition to other specific duties and powers assigned elsewhere in this Constitution or in the By-laws, the Board shall:

- a. Ensure the overall activities of the Society harmonize with the objectives of the Society;
- a. Take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;
- b. Put into effect all policies and actions approved by the membership;
- c. Have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership;
- d. Authorize expenditures and obtain funds necessary for the operation of the Society;
- e. Be responsible for the management of the affairs of the Society between general meetings.

4. Records of the Society:

- a. Officers of the Society are responsible for the safe custody of:
 - a. At least one copy of the minutes of proceedings, resolutions, and constitution and by-laws of the society
 - b. Books and records of the Society
- b. All records of the society shall be kept for a period of seven years at which time they will be electronically archived and placed in the custody of the President and Secretary.

Article VI CONFLICT OF INTEREST

Where a director of the Society has a legal, ethical, or financial interest, direct or indirect, in any matter in which the Society is concerned they shall disclose this interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.

Article VII INDEMNIFICATION

Every Officer and Director of the Society and his or her heirs, executors and administrators shall be indemnified and saved harmless from and against all costs, charges and expenses that such Officer or Director sustains or incurs in or about any action, suit or proceeding that is brought, commences or prosecuted against him or her for or in respect of any deed, act, matter or thing whatsoever made, done or committed by him or her, in or about the execution of the duties of his or her office except when such costs, charges and expenses are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Society. Furthermore, the individual shall have no right to reimbursement in relation to matters where he or she has been adjudged liable to the Society for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or

her duty as an Officer or Director of the Society. The Society may purchase and maintain insurance to cover this liability of the Society.

Article VIII AMENDMENTS

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds majority of the votes cast at an annual general meeting or special meeting called for that purpose. A notice of motion in writing of such proposed amendment or revocation must be submitted to the Society Secretary at least 60 days in advance of the meeting.

All requirements in the Act and the regulations thereunder, as may be revised from time to time, are or shall become a part of this constitution.

Ratified on _____, 2014

Signed ----- Co-President

----- Co-President

Signed ----- Secretary

Niagara-on-the-Lake Horticultural Society

BY-LAWS

The Niagara on the Lake Horticultural Society, herein referred to as the Society, is incorporated under the Agricultural and Horticultural Act R.S.). 1990, c.A9, hereafter called the Act. It is a member of the Ontario Horticultural Association (OHA). All articles of the constitution and by-laws of the Society shall conform to both the Act and the Constitution and By-laws of the OHA.

DEFINITIONS

In the By-Laws and in the Constitution of the Society, unless the context otherwise specifies or requires:

1. *Audit* means an examination of financial records.
2. *Financial Reviewers* are two (2) independent, objective and knowledgeable persons in accordance with generally accepted accounting principles. They may not be Executive Officers, Board Members of the Society, related to one another or to the Treasurer and are not members of the Society.
3. *Board* means the Board of Directors of the Society.
4. *Member* shall be any individual who has paid his or her current membership fee or is a Lifetime Member.
5. *OMAFRA* refers to the Ontario Ministry of Agriculture, Food and Rural Affairs

By-Law I MEMBERSHIP AND MEMBERSHIP FEES

1. Every person shall be entitled to membership of the Society upon paying the annual fee. Persons under the age of eighteen (18) are not eligible to vote.
2. The membership fee structure shall be determined annually by the Board.
3. Membership year is January 1 – December 31. Membership fees will be determined annually by the Board. Fees **are not prorated** if a member renews or joins any time during the year.
4. Classifications of Membership: There shall be the following classes of membership:
 - a. Individual: An Individual Member shall be a person who joins alone and pays the set fee as an individual.
 - b. Family: Family Member(s) shall be no more than two (2) persons in the same household and who together pay the set family membership fee.
 - c. Student: A Student Member shall be any individual over the age of 18, enrolled in an educational institution or course study who pays the set student fee.

- d. Business: A Business Member shall be any individual with a horticultural or environmental interest who pays the set Business membership fee. A business member may designate one (1) to two (2) persons to exercise the privileges of membership.
- e. Lifetime: A Lifetime Member shall be a person who is appointed to this membership by the Board who, who has made an outstanding contribution to the Society and its reputation and has been a member for a minimum of ten (10) years. Lifetime members are exempt from the annual fee and have voting rights at all meetings. Lifetime memberships are non-transferable.
5. A member in good standing shall be entitled to participate in the activities of the Society, attend meetings, vote at the Annual General meeting and may be elected to the Board of Directors.
6. Loss of Good Standing/Repeal of Membership: Loss of good standing or repeal of membership shall occur should a member become unruly, obnoxious, cause trouble, or bring disgrace to the Society; said Member will be subject to a review of the Board, and with the approval of a quorum vote, may be subject to repeal of membership. The Member shall have at least thirty (30) days notice and a full opportunity to provide further explanation before a vote is called. The decision of the Board at the vote shall be final.

By-Law II ORGANIZATIONAL STRUCTURE

1. The Board shall consist of Officers and Directors who may be appointed or elected from the membership at the annual general meeting and shall transact the business of the Society.
2. The Officers shall be the President or two Co-Presidents, Vice-President, Past President, Secretary and Treasurer. Co-Presidents shall hereinafter be referred to as President.
3. Directors may be appointed to oversee specific Committees ie: Membership, Hospitality, Garden Tour, Plant Sales and Spring Celebration. Chairpersons of specific committees are accountable to the Board.
4. Ad Hoc Committees may be established to manage a temporary project or program. All Ad Hoc Committees shall be accountable to the Board, which shall define the membership, budget and responsibilities.

By-Law III ELECTION OF BOARD OF DIRECTORS

3. The President, Vice-President and Directors shall be elected by a quorum of the general membership. The Secretary and Treasurer may be elected or appointed by the Board.
4. In the event of a vacancy occurring on the Board by the death or resignation of any Director or Officer, the remaining members shall have the power to appoint any member of the Society to fill such vacancy.
5. All members of the Board shall serve for one year unless re-elected or re-appointed.

6. The Past President is responsible for establishing a Nominating Committee prior to the annual election of the Board. All nominations shall be submitted to the Nominating Committee for deliberation, approved by the Board, and proposed and seconded at the Annual General Meeting. The nomination must include the name of the office and the nominee and the Nominating Committee shall have an indication of the nominee's acceptance. Further nominations from the floor shall be solicited prior to the vote. Candidates will be elected by a simple majority vote of members present.
7. Board members who do not meet their responsibilities may be removed from the board with a majority vote of remaining board members provided he/she has had an opportunity to address the board to discuss the issue prior to the vote.

By-Law IV RESPONSIBILITIES OF OFFICERS AND DIRECTORS

1. Quorum
A quorum of the Board shall consist of 50% +1.
2. Decision-making
All decisions will be taken by a majority vote of the board. In the event of a tie vote, the president will cast the tie-breaking vote
3. All Officers and Directors are expected to attend all Board and Member Meetings to the best of their ability.
4. All Officers and Directors are responsible for reporting volunteer hours for themselves and any committee they oversee.
5. Position Description of the President: The President shall
 - a. Be responsible for the general management of the business and affairs of the Society.
 - b. Perform duties pertaining to the office and those prescribed from time to time by the Board.
 - c. Be an ex-officio member of all committees.
 - d. Preside over Member and Board Meetings.
 - e. Prepare annual reports to be submitted to OMAFRA and the OHA
 - f. Vote only to break a tie vote.
2. Position Description of the Past President: The Past President shall
 - a. Chair the Nominating Committee.
 - b. Mentor the President and guide the Board as necessary.
 - c. Perform duties as may be prescribed from time to time by the Board.
 - d. Participate in meetings and discussions and propose motions, but because this is an appointed position may not vote.
3. Position Description of the Vice- President: The Vice-President shall
 - a. Assist the President where needed.
 - b. Preside over meetings in the absence of the President.
 - c. Perform other duties as assigned by the Board
4. Position Description of the Secretary: The Secretary shall
 - a. Record minutes of meetings, file and keep records and correspondence of the Society.
 - b. Perform other duties as may be assigned by the Board.

- c. Preside in the absence of the President and Vice-President.
5. Position Description of the Treasurer: The Treasurer shall
 - a. Manage the accounting and bookkeeping of the Society.
 - b. Prepare a monthly financial update to present to the Board of Directors at monthly meetings of the Board.
 - c. Provide OMAFRA with the required financial reports
 - d. Present a financial report to the membership at the Annual General Meeting which, upon written request, may be made available to any member.
 - e. Prepare report to Canada Revenue Agency for Registered Charity Return.
 - f. Reimburse legitimate member expenses upon presentation of a receipt. Approval must be obtained from the Board to pay expense invoices that exceed \$250.00. All expense invoices must be presented for reimbursement prior the end of the fiscal year.

 6. Position Description of the Membership Director: The membership Director shall
 - b. Maintain membership database currently housed in Microsoft Excel.
 - c. Maintain confidentiality of member information. Membership listings **are not circulated** and provided only to the Society President as required or other Board members as directed by the Board or President.
 - d. Manage registration at Member Meetings by setting up a registration desk to receive membership fees, register guests and visitors, and record attendance. Monies collected are presented to the Society Treasurer at the end of a meeting for transfer to the Society's financial account.
 - e. Send email notices (eBlasts) and other information to the membership as directed by the Society President. **The BCC (blind carbon copy) function is used for group (all members) eBlasts.**
 - f. Assist Board of Directors with membership promotional activities and events.
 - g. Keep Society President advised of any membership issues or problems.
 - h. Tabulate member volunteer hours provided by Committee Chairs and provide a report at the end of the year to the Board.
 - i. Provide monthly reports to Board.

 7. Position Description of the Plants Sale Director: The Plant Sales Director shall
 - a. Be responsible for the organization of volunteers to manage various fundraising sales.
 - b. Conduct and record proceedings of meetings.
 - c. Provide a regular report of activities to the Board and a final report following any sales.

 8. Position Description of the Garden Tour Director: The Garden Tour Director shall
 - a. Shall be responsible for the overall coordination of this major fundraiser.
 - b. Shall conduct and record proceedings of meetings.
 - c. Shall provide a regular report of activities to the Board and a final report following the Garden Tour.

By-Law V FISCAL YEAR AND MEMBERSHIP YEAR

1. The fiscal year shall be from November 1st to October 31st.
1. The membership year shall be January 1st to December 31st.

By-Law VI ANNUAL GENERAL MEETING

1. The Annual General Meeting shall be held in November for the purpose of allowing members to review the activities of the year, elect the Board and conduct such other business deemed necessary.
2. All Members, Officers, Directors and Past President shall have voting rights at the Annual General Meeting.
3. Any decision made at the Annual General Meeting will require a simple majority vote of members present.

By-Law VII MEETINGS

1. The member meetings shall be at such a location as determined by the Board.
2. Member meetings shall be held monthly, January to May and September to November.
3. The Board shall meet a minimum eight times a year. Special Meetings may be called by the President or any two members of the Board.
4. The Board may call special meetings of the members whenever it deems advisable. Notice covering these meetings, along with a statement of the subjects to be discussed, shall be sent prior to the meeting.

By-Law VIII EXECUTION OF DOCUMENTS

1. The President and one other officer shall sign all contracts, documents or any instruction in writing requiring the signature of the Society.
2. All monies belonging to the Society shall be deposited in a bank account in the name of the Society at a Branch of a Charter Bank or trust company in Canada by any officers so designated by the Board.
3. No cheque or any other order for the payment of monies shall be valid unless signed by in accordance with a resolution made by the Board. Cheques to disburse the funds of the Society shall bear the signatures of the treasurer and one of the President, Vice-President, or Secretary.
Should the Treasurer be unavailable for an extended period, she may designate, in writing, another officer with signing authority to sign in her place.
4. Signing authorities are to be updated annually at the bank after the annual General meeting, or upon a change in such signing authorities.
5. The financial records of the Society shall be audited annually by a minimum of two financial reviewers who are not members of the Society.
6. The Board has power from time to time by resolution to appoint any board member to sign contracts, documents or instruments in writing relating to special projects.

By-Law IX RULES OF ORDER

Robert's Rules of Order shall govern proceedings at all meetings of the Society. If the rules of order are in conflict with the By-Laws, the By-Laws shall prevail.

By-Law X AMENDMENTS

These By-Laws may be amended, with due notification by the Board to the membership, of the proposed amendment(s), at any member or Annual General meeting, provided that the changes are approved by a two-thirds majority vote of members present at such meeting.

Ratified on _____, 2014

Signed _____ Co-President

_____ Co-President

_____ Secretary