

Constitution and By-Laws
of
Barrie's Garden Club
December, 2009

Article I: Name

The organization known as "The Barrie Horticultural Society", as designated under The Charitable Act, shall be called **Barrie's Garden Club**, hereinafter referred to as "the Club".

Article II: Authority

The Club is organized under the authority of *The Agricultural and Horticultural Organizations Act*, R.S.O. 1990, Chapter A.9, hereinafter called "the Act".

Article III: Mission Statement

Objectives: The objectives of the Club shall be to provide leadership and assist in the promotion of education and interest in all areas of horticulture and related environmental issues. The Club is dedicated to the beautification of the community through Club-sponsored projects or in cooperation with City initiatives.

By-Laws

Article I: Membership

- 1) Any adult person is entitled to be a member of the Club, subject to payment of the annual membership fee as determined by the Board of Directors from time to time.
- 2) A member is entitled to participate in the activities of the Club and may vote or hold office in the Club provided they are 18 years of age and are current members.
- 3) Membership in the Club extends from January to December.

Article II: Directors

- 1) The Board of Directors (hereinafter referred to as "the Board") will consist of a minimum of six (6) and a maximum of fifteen (15) directors, **as deemed appropriate by the Board**, in order to carry out its mandate.

2) The membership shall elect, at the Annual Meeting, the new Board of Directors for a minimum term of two (2) years, after which time they will be eligible for re-election.

3) In the event of a vacancy occurring on the Board, the remaining directors shall have power to appoint any member of the Club to fill such vacancy. When three (3) or more vacancies occur at the same time among the Directors, a special General Meeting of the Club shall be called and Directors elected from the membership to fill the vacancies.

4) Where a Director has a financial interest, direct or otherwise, in any matter in which the Club is concerned, s/he shall disclose that interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.

5) The Board of Directors will have the power to act for and on behalf of the Club in all matters, subject to the by-laws and regulations of the Club.

6) a) It is the duty of the Board in each and every year to require the treasurer to give security to cover any loss of the funds of the Club and to inquire in each year into the sufficiency of the security.

b) If the Board neglects to procure and maintain proper and sufficient security, each member shall be personally responsible for any loss suffered by the Club thereby.

Article III: Officers

1) The Directors will appoint from among themselves, at a meeting to be held as soon as is practical after the Annual Meeting, a Chairperson, or co-Chairpersons as deemed appropriate by the Board, a First Vice-Chairperson and Second Vice-Chairperson, to be known as the officers of the Club.

2) The Board, from among themselves or the membership at large, will appoint a Recording Secretary, a Corresponding Secretary and a Treasurer at the meeting referred to in the preceding paragraph, who may remain in office at the pleasure of the Board.

3) The Chairperson, Vice-Chairperson (s) ex-officio Directors and the remaining directors constitute the Board of Directors.

4) No person shall hold the office of Chairperson or Vice-Chairperson (First or Second) for more than two (2) consecutive years.

5) Notwithstanding paragraph 4 (above), if there is no qualified nominee for the offices of Chairperson or Vice-Chairperson, a person may continue to serve in such office in excess of two (2) years, provided that no person may

hold the office of Chairperson in any event for more than four (4) years, consecutive or otherwise.

6) A Director must have been an active Director of the previous year's Board to be elected Chairperson, First or Second Vice-Chairperson for the upcoming year - unless there is no other qualified nominee for such office.

7) The Executive Committee of the Board of Directors will be comprised of the Chairperson, Past Chairperson, Vice-Chairpersons, Recording and Corresponding Secretaries. The Executive Committee shall meet at the discretion of the Chairperson or his or her representative to deal with matters of an urgent nature and a quorum of the said Committee shall be a simple majority.

Article IV: Meetings of the Club

Annual General Meeting-November

- a) The meeting for the election of officers will be held in November at a time and place selected by the Board. This month may be changed as is considered practical by the Board from time to time, provided notice thereof is sufficiently given to the auditors and to the members at large.
- b) At least one (1) week's notice of the Meeting may be given to each member of the Club and through local press or other media stating the date, time and place.
- c) Twenty (20) members shall constitute a quorum at the Meeting.
- d) The Board will present a report of the activities and accomplishments of the Club since the previous November Meeting. A detailed statement of the receipts and expenditures since the last Meeting, including the assets and liabilities of the Club, certified by the auditors will be provided and distributed.
- e) The Directors shall be elected. Auditors shall be appointed by the Board as is practical after the November Meeting.
- f) A list of eligible voters (i.e. members in good standing who have paid the current year's fees) will be available at the November Meeting and only those so listed will be eligible to vote.

General/Monthly Open Meetings

- a) The Board will endeavour to hold monthly meetings for the membership and general public at a time and place determined by the Board and will provide notice of the same in the local media and the Club Member's Guide.
- b) A general meeting may decide on all matters brought to it by the Board.

c) Only those members who have paid their dues for the current year would be eligible to vote at a general meeting. Twenty (20) members shall constitute a quorum at a general meeting.

d) Monthly meetings will generally include a guest speaker on a topic of horticultural interest, in accordance with the Mission Statement - Article III.

Special General Meeting

a) A *Special General Meeting* is one which is called to deal with amendments to the Constitution, election of Directors to fill vacancies on the Board, or such other matters as the Board may determine.

b) Notice that a *General Meeting* is to be a *Special General Meeting* shall be given to the members at least one (1) month prior to the date of the meeting through local press or other media, stating date, time and place.

c) Only those members who have paid their dues for the current year would be eligible to vote at a special general meeting. Twenty (20) members shall constitute a quorum at this meeting.

Directors' Meetings

a) The Board will meet once a month as it determines necessary, or at the call of the Chairperson or his/her designate, at a place and time to be determined by the Chairperson. The day of the week for such meetings may be changed at the discretion of the Board, upon approval of the majority thereof.

b) One-third of the members of the Board shall constitute a quorum at any Board Meeting.

c) All directors, including *ex-officio* Directors are eligible to vote at all Board Meetings.

Powers and Duties:

In addition to the specific duties and powers assigned to the Board in the Constitution and By-Laws, the Board shall:

(i) prepare policies and actions for consideration and adoption and put into effect such policies and actions;

(ii) have power to enter into contracts in the name of the Club;

(iii) be responsible for the management of the affairs of the Club;

Committees and Sub-Committees:

(i) all committee members must be members of the Club.

(ii) the Board may establish committees and sub-committees from time to time in order to conduct its business more effectively.

(iii) all committees are accountable to the Board who shall define the responsibilities of each committee.

(iv) no committee may enter into any undertaking involving the expenditure of money until a proposed budget for the committee has been approved by the Board or, in the case of an emergency, until the approval of a majority of the Board has been obtained.

(v) terms of reference for committees and sub-committees shall include, but not be limited to:

- a) the status of the committee (standing or ad hoc);
- b) the overall purpose, duties and powers of the committee;
- c) any specific directives defining goals or tasks;
- d) an upper limit of expenses the committee can incur;
- e) the preferred time and method for reporting;

(vi) a committee chairperson or designate may attend and report to a meeting of the Board, but such person cannot vote at a Board meeting, unless that person is a member of the Board.

Article V: Finances

1) The fiscal year of the Club shall be from October 1st to September 30th of each year, unless otherwise determined by the Board, and upon giving adequate notice of any change to the members.

2) All expenditures for items in excess of \$500.00 require approval by motion passed at a Board of Directors' Meeting.

3) Cheques to disburse the funds of the Club must bear the signatures of two of the three following officers - the Treasurer, the Chairperson and one other Board member.

4) The financial records of the Club are to be audited by a qualified accountant.

5) No officer, director or member of the Club shall receive any remuneration for carrying out the duties of the Club, but reasonable expenses incurred by such person in the performance of his or her duties may be paid. The Board may fix the amount of such expenses, which shall be payable out of the funds of the Club.

6) Excluding grants and donations made for specific purposes, the Club shall not spend more than one-half of its total annual receipts on any one project, except for the planting of trees, shrubs and plants and the promotion of outdoor beautification, in accordance with the provisions of the Act.

7) The financial accounts and other books of the Club shall be made available for inspection by the members, upon one (1) week's notice.

Article VI: Nominations and Election of Directors

1) The Board of Directors shall appoint a nominating committee at least two (2) months before the annual November meeting. This committee shall submit a slate of nominees for office to the Board at the October Board meeting. The nominating committee shall then submit its report at the Annual Meeting and this report shall form the basis of election of directors.

2) Any member of the Club may nominate another member for election to the Board by submitting such member's name verbally or in writing to the Chairperson or other member of the nominating committee *at least thirty (30) days prior to the annual November meeting.*

3) There shall be no nominations from the floor at the Annual November Meeting for the election of directors unless vacancies exist for the position of director after the nominating committee's report has been submitted.

The bylaws of this Constitution of the Club may be made and/or adopted, amended or repealed by the Board of Directors provided such additions, deletions and/or changes are ratified by the members at a General Meeting of the Club.

March, 2010