

Sudbury Horticultural Society Constitution and By-Laws

Revised August 6, 2021

Constitution

Article I NAME

The name of the organization shall be the Sudbury Horticultural Society, hereinafter referred to as the Society. The Society is a Member of District 13 of the Ontario Horticultural Association.

Article II MISSION

The mission of the Society is the promotion of education to encourage interest and improvement in horticulture, and related environmental issues in the community.

Article III ORGANIZATION

The Society shall be a non-profit organization incorporated pursuant to the laws of the Province of Ontario, without share capital, dedicated to carrying out its mission.

Article IV AUTHORITY

Societies, through the Ontario Horticultural Association, are incorporated, and their legal status and direction are governed by the Agricultural and Horticultural Organizations Act, hereinafter called the Act and any revisions thereof as promulgated in the Statutes of Ontario.

Article V MEMBERSHIP

Membership in the Society is open to any person who is interested in gardening, who agrees to the Society objectives and who pays the annual membership fee. Any classes of membership and their terms of reference shall be as provided in the by-laws of the Society.

Article VI ADMINISTRATION

Members, in accordance with the Act, shall elect a Board of Directors and Executive Officers. The terms of reference for election/appointment and duties to be performed by Directors and Officers shall be provided in the By-Laws of the Society.

Article VII AMENDMENTS

The Constitution may be amended or revoked provided that the changes are approved by a vote 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 secretary at least 30 days in advance of the meeting so that all members may be notified within a period of 10-20 days prior to the meeting. Any

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member of a society may submit such a notice of motion.

Article VIII DISSOLUTION

The Society may be dissolved by (a) Dissolution for Cause or (b) Dissolution by Request, as set out by the Ontario Agricultural and Horticultural Organizations Act.

BY-LAWS

By-Law 1 Interpretation

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

1. "Act" means the Agricultural and Horticultural Organizations Act, R.S.O.1990, Chapter A.9, as amended from time to time and every statute that may be substituted thereafter.
2. "Association" means the Ontario Horticultural Association.
3. "Audit" means an examination of books and records by a qualified Auditor or Financial Reviewers.
4. "Financial Reviewers" are two (2) independent, objective, and knowledgeable persons in accordance with generally-accepted accounting principles. They are not executive officers or board members of the Society and related to one another or to the treasurer.
5. "Auditor" is an individual who is a qualified Accountant, and who is therefore qualified to conduct an audit of the books and records of the Society in accordance with Canadian generally-accepted accounting principles.
6. "Board" means the Board of Directors of the Society.
7. "District" refers to a group of societies designated by the Association as a geographic entity within the Province.
8. "Horticultural Society" or "Society" means Horticultural Society, Garden Club or Garden and Horticultural Society incorporated under the Act.
9. "Member" shall be any person that has paid their current membership fee as set from time to time by the membership at an annual meeting.
10. "Ex officio" designates a member of a Board or Executive who is a person who holds or held an office to which he was neither directly elected nor appointed, often as the representative of an external body, in which case he is non-voting. An immediate past president or past director of a body is their ex officio, but has the right to vote, if immediate past president or past director is a member of good standing.
11. "Meeting" refers to any gathering that may be held at an in-person venue or via telephone, electronic means that facilitates and provides all in attendance the ability to hear, to have voice and to vote.

By-Law 2 Head Office

The head office of the Society shall be in the City of Greater Sudbury in the Province of Ontario at such place therein as the Directors may from time to time determine.

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By-Law 3 Mission

The mission of the Society is to promote interest and advances in gardening, horticulture, and related environmental issues:

- a) By holding meetings respecting the theory and practice of horticulture
- b) By encouraging the planting of trees, shrubs, and flowers on public and private grounds
- c) By promoting balcony and community gardening and outdoor beautification
- d) By arranging field trips, contests, competitions, and exhibitions related to horticulture and awarding prizes
- e) By distributing seeds, plants, bulbs, flowers, trees and shrubs
- f) By promoting the protection of the environment
- g) By promoting the circulation of horticultural information through any media
- h) By promoting the benefits of therapeutic horticulture; and
- i) By stimulating any interest in the study of horticulture.

By-Law 4 MEMBERSHIP

4.1 Types of Membership:

- a) Any person may join a horticultural society by paying the annual fee, but no person under the age of eighteen years is eligible to vote at meetings of the society.
- b) The Society will have 3 different types of Membership
 - i. Individual Membership - this membership is for one (1) person and one (1) vote.
 - ii. Family Membership – this membership is for two (2) persons and each person shall have one (1) vote.
 - iii. Junior - this membership is for one person under the age of eighteen and will not have voting privileges.
- c) A partnership or corporation or an association directed towards horticultural interests may become a member of the society upon payment of the annual fee and shall designate one person to exercise the privilege of membership in the society.

4.2 Rights: All members shall have equal rights and privileges, except members under the age of eighteen who shall not have the right to vote at meetings of the membership nor to serve on the Board of Directors.

4.3 Fees: Membership fees shall be as determined by a vote of the membership present at any regularly scheduled meeting. Any change in fee structure shall take effect at the time of membership renewal the fiscal year after the change has been approved.

By-Law 5 ADMINISTRATION

5.A Board of Directors

5.A.1 Board of Directors: The Board of Directors shall consist of elected Executive Officers, an appointed Secretary and or Secretary/Treasurer, an Ex-officio Advisor and up to TEN (10) elected Directors. The directors will have had no less than 50% attendance at regular monthly meetings in the previous 12 months. If a member of the Board misses 3 consecutive Board meetings without attending, the Board of Directors may ask for the board member's resignation. The Board may fill Board vacancies occurring between Annual Meetings.

5.A2 Elected Executive Officers: The elected officers shall include a President, two Vice-Presidents. These

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officers shall be elected at the Annual General Meeting.

- 5.A.3 Time in office: President and Vice Presidents can serve for three (3) consecutive years. Directors can serve a two (2) year term.
To ensure continuity of experience and expertise, five (5) directors will be elected each year.
- 5.A.4 Ex-officio Advisor: The ex-officio advisor may be the immediate Past President of the Society, or any other person appointed by the Board.
- 5.A.5 Nominations: A slate of names from among the membership of the Society over the age of eighteen (18) to serve as elected members of the Board, shall be put forward at the Annual Meeting by a Nominating Committee, whose membership shall be as determined by the Board. Additional names from among the eligible membership may be proposed from the floor for any elected position of the Board.
- 5.A.6 Rights: All Board members shall have voice and one vote at any Board meeting.

5.B Meetings

- 5.B.1 General Meetings: Will be held every third or fourth Sunday of the Month eight times of the year
- 5.B.2 Meetings may be held at an in-person venue within the City of Greater Sudbury or may be held via electronic means as determined by the board.
- 5.B.3 Voice: All those members attending shall have a voice.
- 5.B.4 Vote: All members of the Society shall have a vote in general matters.
- 5.B.5 Other Meetings: Other meetings of the membership and meetings of the Board shall be as determined from time to time by the Board. Any regular business brought forward by a member may be considered at any meeting.
- 5.B.6 Board Meeting: A meeting of the board shall be called by the secretary upon the direction of the president or of any three members of the board by sending notice thereof to all the members of the board at least seven days before the time fixed for the meeting.

By-Law 6 ELECTION/APPOINTMENT OF OFFICERS AND AUDITOR

- 6.1 The Board shall appoint the Secretary and Treasurer or Secretary/Treasurer with voting privileges and ratified by the membership during the elections held at the Annual General Meeting. All other positions are elected annually by the general membership.
- 6.2 An Auditor or Financial Reviewers shall be approved by the Board to carry out the audit of the ensuing year.
- 6.3 A Nominating Committee shall be appointed by the Board to ensure that candidates are available for each Office. All nominations must be forwarded to the Society Secretary, who shall forward them to the Committee Chair. A Report of the Nominating Committee shall be submitted to the members thirty (30) days prior to the Annual Meeting. The Chair of the Nominating Committee shall call for any further nominations from the floor at the Annual General Meeting and complete the nomination process.
- 6.4 Nominees for Office should be a member in good standing.

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- 6.5 Nominations must include the Name of the Office and the nominee.
- 6.6 If there is more than one candidate for a position, the candidate receiving a simple majority vote in a secret ballot shall be declared the winner. The election shall be carried out according to Society regulations.
- 6.7 For an Officer of the Society who is unwilling or unable to carry out the responsibilities of office, the Board shall appoint, for the balance of his/her term, a replacement from among themselves, subject to succession by the next ranking Officer.

By-Law 7 DUTIES OF OFFICERS AND DIRECTORS

- 7.1 Duties: General duties of the Board, Officers, Financial Reviewers/Auditors, Committees and Members shall be as determined by the Board or Membership from time to time. These shall be known as Operating Policies (see Schedule A) and shall be in effect until amended or rescinded.
- 7.2 Authority: The legal authority for the Society shall be vested in the Board. Between meetings of the membership, the Board shall have the authority to act for the membership. Between meetings of the board, the authority to act for the Board shall be as determined by the Board.

By-Law 8 FISCAL YEAR AND MEMBERSHIP YEAR

- 8.1 The fiscal year of the Society shall be from November 1 to October 31.
- 8.2 The membership will be valid for one year from date of purchase.

By-Law 9 QUORUMS AND VOTING

- 9.1 General Meeting or Annual Meeting Quorum: 65% of an average of attendance of the last 6 general meetings.
- 9.2 Executive Meeting Quorum: 50% plus ONE (1) of the voting members of the Board of Directors.
- 9.3 General Meeting or Annual Meeting Vote: 50% plus ONE (1) of those present, a member in good standing and voting, shall qualify for a vote, any time a vote is taken at a membership meeting.
- 9.4 Executive Meeting Vote: 50% plus ONE (1) of those present, a member in good standing when convening a Board meeting and at any time a vote is taken at a Board meeting.

By-Law 10 ANNUAL GENERAL MEETING

- 10.1 Annual Meeting: The Annual Meeting shall be held in November. The Annual Meeting shall be held on the scheduled date and time.
- 10.2 The Board shall present a report of the activities of the Society during the previous year.
- 10.3 The Audited Financial Statement for the previous year.
- 10.4 Elections shall be held; and any other business which may be brought forward by a member shall be considered.

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- 10.5 Voice: All those members attending shall have a voice.
- 10.6 Vote: All members of the Society, shall have a vote in general matters.
- 10.7 Reporting to the District and OHA: The Society, by the OHA deadline, submit to the Director,
- a) a copy of the audited financial statement;
 - b) a statement of the number of current members,;
 - c) a list of the directors and officers of the organization and their addresses; and
 - d) a copy of the annual report submitted at the annual meeting.

By-Law Execution of Documents

- 11.1 Any two of the President, Secretary Treasurer and appointed Board members shall sign all cheques, drafts, or orders for the payment of money, and all notes and acceptances and bills of exchange.
- 11.2 The Executive Board has power from time to time by resolution to appoint any Officer or Officers to sign contracts, documents or instruments in writing relating to special projects. The President or one of the Vice-Presidents together with the Secretary, or Treasurer or Secretary-Treasurer may sign contracts, documents or any instructions in writing requiring the signature of the Society.

By-Law 12 Finances

- 12.1 Financial Reports: Regular financial reports shall be presented to the membership and to the Board. A reviewed financial report shall be presented to the membership at the Annual Meeting.
- 12.2 Budget: A budget, approved by the Board, for the current year shall be presented to the membership at the January meeting.
- 12.3 Expenditures: Budgeted expenditures may be disbursed by the Treasurer. Unbudgeted expenditures over the amount of seventy-five dollars (\$75) must be approved by the Board prior to expenditure.
- 12.4 Security: The Society shall provide for Security of the Treasurer to cover any loss of the funds of the Society.

By-Law 13 Indemnification of Directors and Officers

Every Director and Officer of the Society and his or her heirs, executors and administrators respectively shall from time to time, and always, be indemnified and saved harmless out of the funds of the Society only from and against:

- a) all costs, charges, and expenses whatsoever such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commences. or prosecuted against him or her or for 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;

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b) all other costs, charges, and expenses he or she sustains or incurs in or about or in relation to the affairs of the Society; except such costs, charges and expenses as 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. The Society will provide insurance to cover this liability of the Society.

By-Law 14 Rules of Order

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

By-Law 15 Constitutions

- 15.1 **Adoption:** The separate Articles and By-laws of this constitution shall be adopted when separately approved by a vote.
- 15.2 **Ratification:** These By-laws must be ratified by a majority vote at a membership meeting after it has been adopted. Changes may be made by a vote.
- 15.3 **Mandated Amendments:** Amendments not contrary to provisions of a current Agricultural and Horticultural Organizations Act or regulations for Horticultural Societies, which may be set by the Ministry of Agriculture and Food of the Province of Ontario, shall be authorized by the Board and made by the Secretary.
- 15.4 **Other Amendments:** Amendments not contrary to provisions of a current Agricultural and Horticultural Organizations Act or regulations for Horticultural Societies which may be set by the Ministry of Agriculture and Food may be made by the membership by vote of the membership at any meeting providing advance notice on intent to amend has been circulated to the membership.

The following provisions apply:

- a) A notice of motion in writing of the proposed amendment, or revocation, has been submitted to the Secretary thirty (30) days before the meeting.
 - b) Any member of a society which is in good standing may submit such notice of motion in addition to the Officers and Directors of the Society.
 - c) The Secretary shall notify all members of proposed amendments ten (10) to twenty (20) days prior to the meeting.
- 15.5 **Repeal:** Any other constitution for the society which may exist is hereby repealed.

By-Law 16 Dissolution

- 16.1 **Dissolution for Cause:** If the Society fails to comply with Section 15 of the Ontario Agricultural and Horticultural Organizations Act of Ontario, the Minister may cancel the certificate of incorporation of the organization, and it is dissolved on the date specified by the Minister.
- 16.2 **Dissolution by Request:** If the Society fails to provide the necessary administrative authority to function, the organization may be dissolved by the Minister upon the authorization of a special resolution passed at a meeting of the members duly called for that purpose.
- 16.3 Whether dissolved by Cause or Request, the persons comprising the Board at the date of dissolution are the trustees of the assets of the Society and shall deliver to the District Director a statement of the assets and liabilities of the organization.

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- 16.4 The District Director may direct the trustees to pay the debts of the society and liquidate any assets for such purposes. All money and assets remaining after payment of debts shall be disposed of by the trustees in such a manner as they may determine.

Approved by Members of the Sudbury Horticultural Society

on this day _____ in _____ in the year _____.

Signed by _____ and _____

President

Member Representative

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Schedule A:

Operating Policies

President

The President is a key figure in horticultural Society activities and programmes. The President provides leadership by coordinating and delegating tasks and seeing that these tasks are completed.

The President:

Chairs general and board meetings of the society.

1. Prepares an agenda in consultation with the secretary.
2. Is conversant with the society's constitution, the Agricultural and Horticultural Organizations Act, and the structure of the Ontario Horticultural Association.
3. Is an ex-officio member of committees.
4. Involves vice-presidents wherever possible to prepare them for the role of President.
5. Ensures that everyone who has a role at meetings is aware of their duties and has prepared in advance.
6. Ensures that all correspondence, newsletters, are shared with the membership.
7. Ensures that required forms and reports are completed and submitted before the deadline.
8. Presents a review of the year's work at the Society's annual meeting.
9. May attend and encourages others to attend OHA District Meetings and Provincial Conventions.
10. Must pass all information, books, records, to the next President once the term of office is completed.

Vice-President

The vice-President's position is a training period for the position of president. The Vice-President assumes all the powers of the president in the absence or in the case of the disability of the president.

The Vice-President(s):

1. Prepares to become President by:
 - a. chairing some committees to acquire a thorough understanding of society activities,
 - b. becomes familiar with the society's past activities,
 - c. May attend OHA District Meetings and Provincial conventions.
2. Must pass all records to next Vice-President once the term of office is complete.

Secretary

The Secretary is responsible for keeping an accurate record of all decisions and proceedings of the organization.

The duties of the Secretary may be divided between two people: for instance, a recording secretary and a correspondence secretary.

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The Secretary:

1. Records the minutes of all general and board meetings of the society and keeps these as permanent, complete records of the society.
2. Reads the minutes at the next meeting or circulates printed copies of the minutes prior to the next meeting.
3. Co-signs the minutes together with the chairperson upon their acceptance.
4. Keeps the board informed of all correspondence and newsletters, notifies the president, committee chairperson or other appropriate individuals of relevant correspondence without delay, and acts upon these as directed.
5. Keeps an up-to-date list of members (this duty may be assigned to a membership secretary), committee personnel, and a record of attendance at board meetings.
6. Notifies Board Members and the OHA District Director and Secretary of society meetings.
7. Keeps a copy of society correspondence.
8. Keeps official correspondence and records for 7 years.
9. Maintains and passes on to the next secretary all society files including copies of the Agricultural and Horticultural Organizations Act, Society Constitution and by-laws, OHA constitution, OHA Awards Booklet, Certificate of Insurance, Treasurer Bond (where applicable), General Guidelines for Horticultural Society Officers and the Horticultural Society's Newsletter.
10. In conjunction with the president prepares an agenda before each meeting
11. Receives and compiles committee reports of the society's activities for presentation at the annual society and District meetings.
12. May attend OHA District Meetings and Provincial Conventions.

Treasurer

The Treasurer:

1. Maintains accurate records, keeping records of all transactions of income and expense.
2. Ensures the distribution of all funds as approved in the budget or as an expenditure approved by the Board.
3. Deposits all monies received in the Society bank account.
4. Submits an up-to-date financial report at board meetings – with one copy for inclusion in the Secretary's records.
5. At the end of the fiscal year, prepares books of account for auditing or financial review.
6. Provides an audited, detailed financial statement for the previous fiscal year at the Annual Meeting, either by reading the statements or by providing a copy of the financial statements to each one present.
7. Submits the audited annual financial statements to OMAFRA by the required date, to maintain status as a society incorporated by the Agricultural and Horticultural Organizations Act, and to qualify for the Legislative grant administered by OMAFRA.
8. Must retain all records for at least seven years, or as required by law.
9. Prepares a yearly budget for Board approval, estimating receipts and expenses as a guide for the year's activities.
10. May attend District Meetings and other OHA meetings.
11. Must pass all records (including records for the past seven years) to the incoming Treasurer, as soon as possible, when the term of office is completed.

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Immediate Past President

The Immediate Past President is an executive officer and can contribute the knowledge gained from experience on resources and past events within the Society.

The Immediate Past President:

1. Is an ex-officio member of the Board of Directors.
2. Continues to attend meetings and events, being available for consultation, offering encouragement and constructive advice when appropriate.
3. May be part of the Nominating Committee

Board Directors

Directors are elected at the Annual Meeting in accordance with Constitution of the Society. The Board of Directors of the Horticultural Society are responsible to the members for the operation of the Society in accordance with the Constitution and By-laws of the Society. Regular Board Meetings are essential.

In accordance with the Agricultural and Horticultural Organizations Act, members of the Board of Directors are responsible to ensure the treasurer is adequately bonded. Failure to do so will result in Board of Directors being responsible for replacing society funds which have been lost to the society through the malfeasance of the treasurer.

Committees

The Board establishes committees to conduct its business more effectively. All committees are accountable to the Board which shall define the responsibilities of each committee. The committee chairperson is often a director.

Suggested Committees

- ☼ Membership
- ☼ Special Events
- ☼ Public Planting
- ☼ Library
- ☼ Youth
- ☼ Yearbook
- ☼ Show
- ☼ Newsletter
- ☼ Public Relations
- ☼ Conservation and Environment
- ☼ Social
- ☼ Constitution and By-laws
- ☼ Nominations
- ☼ Sales Table
- ☼ Finance
- ☼ Annual Plant Sale
- ☼ Garden Tour

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 Website

Every Committee Chair needs:

- a) To keep a portfolio of the Committee Activities to be handed to the next chair.
- b) To provide a report to the Society Secretary by a month prior to the AGM to be used for in the Report of society activities.