

PETAWAWA HORTICULTURAL SOCIETY
CONSTITUTION

Revised 14 November 2022

ARTICLE I – NAME

The name of the organization shall be the ***Petawawa Horticultural Society***, henceforth referred to as "the Society".

ARTICLE II – AUTHORITY

The Society is organized under the authority of the Agricultural and Horticultural Organizations Act of the Province of Ontario as a Not-for-Profit organization, and all articles of this constitution shall be read to conform with said Act.

ARTICLE III – MISSION

1. The objectives of the Society are to encourage interest and improvement in horticulture, by:
 - a. Holding meetings respecting the theory and practice of horticulture;
 - b. Encouraging the planting of trees, shrubs and flowers on public and private grounds;
 - c. Promoting balcony, community gardening and outdoor beautification;
 - d. Arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
 - e. Distributing seeds, planting bulbs, flowers, trees and shrubs;
 - f. Promoting the protection of the environment;
 - g. Promoting the circulation of horticultural information through any media;
 - h. Promoting the benefits of therapeutic horticulture;
 - i. Stimulating interest in the study of horticulture; and
 - j. Raising awareness of food security through horticulture.
2. Excluding grants or donations made for specific purposes, the Society shall not spend more than one-half of its approved annual budget upon any one single item of those listed in Article III (1).

ARTICLE IV - HEAD OFFICE

The Society's Head Office shall be located in the Town of Petawawa, in the Province of Ontario, at such a place as determined from time to time by the Board of the Society.

ARTICLE V - CHANGES IN CONSTITUTION AND BY-LAWS

1. Amendments to this Constitution and By-Laws must be approved at an Annual General Meeting (AGM), or Special Meeting of the Society.

2. This Constitution may be amended or revoked provided that the changes are approved by a two-thirds majority of the votes cast at said AGM, Special Meeting or at a Special Meeting called for that purpose.

3. The By-Laws may be amended or revoked provided that the changes are approved by a simple majority vote at an AGM or at a Special Meeting called for that purpose.

4. A notice of motion in writing on the approved Form of such proposed amendment or revocation must be submitted to the Secretary at least 60 days in advance of the meeting so that all members may be notified at least 40 days prior to the meeting. Any member of the Society may submit such a notice of motion.

5. All regulations set forth in the Agriculture and Horticultural Organizations Act, as it may be revised from time to time, shall be promptly incorporated in this Constitution and By-Laws.

PETAWAWA HORTICULTURAL SOCIETY BY-LAWS

BY-LAW I - MEMBERSHIP

1. Any person 18 years of age or older shall be entitled to be a member of the Society, provided they pay the annual membership fee, as determined by the Board of Directors (the Board).
2. A Firm or Incorporated Company (Firm) may become a member by payment of the regular membership fee. The Firm may name one person in any one year to be identified as the representative or agent of the Firm and that person only shall exercise the privileges of membership in the Society.
3. A member shall be entitled to participate in the activities of the Society, may vote, and may hold office on the Board.
4. Only those who were members in good standing within 30 days prior to the Annual General Meeting (AGM) are entitled to vote at the AGM.
5. Memberships shall run concurrent with the fiscal year, renewing annually on 1 November.

BY-LAW II – BOARD MEMBERS (OFFICERS AND DIRECTORS)

1. The minimum required Board shall consist of the President, Treasurer and Secretary, as Officers of the Board.
2. The Society may also elect a Vice-President and up to four Members at Large from the membership to be Directors on the Board.
3. The immediate Past-President may continue as a non-voting advisory member of the Board until a new President is elected.
4. All Officers shall be elected for a term of two years, to a maximum of three consecutive terms. After a break of at least one term (i.e. two years), a member may be re-elected to the Board to serve again.
5. At each AGM, the membership shall elect, from amongst themselves, the vacant Board positions.
6. The terms of the Directors should be staggered so that approximately one half of the Directors are elected each year.
7. Two Officers plus one Director of the Board shall constitute a quorum at a Board meeting.

8. In the event of a vacancy occurring on the Board by the death, resignation, or their failure to attend 50% of Meetings of the Board, the remaining members of the Board shall have power to appoint any member in good standing of the Society to fill such vacancy for the remaining term of the departing Board member.
9. When three or more vacancies occur at the same time, a Special Meeting shall be called to elect members to fill the vacancies for the remainder of the term of the vacant Board positions.
10. The Board shall have the power to act for and on behalf of the Society in all matters.
11. Board members are legally bound to exercise reasonable care when making decisions for the organization. Reasonable care is considered to be *"what an 'ordinarily prudent' person in a similar situation would do."*
12. All members of the Board must be members in good standing.

BY-LAW III - MEETINGS OF THE SOCIETY

1. Meetings of the Society may be held in person, via telephone, electronically, or virtually and shall be called or scheduled according to the Society needs.
2. *Annual General Meeting (AGM)*
 - a. The AGM of the Society shall normally be held on the second Monday in November of each year, at 1900 hr, or as determined by the Board.
 - b. Notice shall be given at least fourteen days in advance of the AGM via one or more of the following methods: an email sent to all members who have registered their email address with the society, Facebook, the Society's Webpage and/or via telephone, or other suitable method.
 - c. The Secretary shall make available a list of those members eligible to vote and hold office as determined in By-Laws I and II.
 - d. To constitute a quorum at the AGM, members present must exceed Board members present by one person.
 - e. The agenda of the AGM shall include:
 - i. A report of the activities and accomplishments of the Society since the last AGM,
 - ii. A financial statement that details receipts and expenditures since the last AGM,
 - iii. A proposed budget for the following fiscal year, for approval by the members present,

- iv. A statement of the assets and liabilities of the Society, certified by the financial reviewer(s) per By-Law VI (4),
- v. Election of Directors as per By-Law II, and
- vi. Appointment of Reviewer(s) for the next year per By-Law VI (4).

3. *Special Meetings*

- a. A Special Meeting of the members may be called by the Board provided fourteen days' notice has been sent to all members.
- b. A Special Meeting may be called when requested in writing by a minimum of 10% of the Membership.
- c. Members present must exceed Board Members present by one person to constitute a quorum.
- d. A Special Meeting may decide on all matters brought to it by the Membership.

4. *Board Meetings*

- a. Meetings of the Board shall be held approximately monthly at a time and place determined by the Board.
- b. A Board meeting may be called by the Secretary upon the direction of the President, or by the majority of the Board members, with at least seven days' notice.
- c. Two Officers plus one other Director of the Board shall constitute a quorum.
- d. All Board Members are eligible to vote. The presiding Chair shall only vote in the event of a tie.

BY-LAW IV - DUTIES OF THE BOARD

In addition to specific duties assigned elsewhere in these By-Laws, the Board shall:

- 1. Take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;
- 2. Put into effect all policies and actions approved by the membership;
- 3. Have power to enter into contracts in the name of the Society in accordance with the Constitution; and
- 4. Be responsible for the management of affairs of the Society between AGMs.

BY-LAW V – COMMITTEES

1. The Board may establish committees from time to time in order to conduct its business more effectively.
2. *Standing* Committees will be those of an ongoing nature with membership assigned annually.
3. *Ad Hoc* Committees will be established to address a specific need.
4. The Board shall provide each Committee with a written statement of its Terms of Reference (TOR).
5. All committees are accountable to the Board.
6. Standing and Ad Hoc Committees may include, but are not limited to, the following:
 - o Membership
 - o Community Garden
 - o School Program
 - o Trillium Awards
 - o Publicity
 - o Fundraising
 - o Constitution
7. Terms of Reference for all committees will include the following:
 - a. The type of the committee (standing or ad hoc);
 - b. The overall purpose, including any specific directives, defining goals or tasks;
 - c. The relationship to any other overlapping activities of the Society;
 - d. The membership composition;
 - e. An upper limit on expenses the committee can incur and how money shall be handled by the Committee; and
 - f. The preferred frequency and method of reporting.

BY-LAW VI - FINANCES

1. The fiscal year of the Society shall be from 1 November to 31 October.
2. The Board may allocate funds to a project or projects not covered by the approved budget for the fiscal year, provided the total cost(s) of said project(s) do(es) not exceed 10% of the total annual budget for that fiscal year. Should the required expenditure(s) exceed 10%, a Special Meeting shall be held as per

By-Law III (3) to table the proposed expense and obtain approval from the membership.

3. Cheques to disburse the funds of the Society shall bear the signature of the Treasurer and at least one other identified member of the Board.
4. The financial records of the Society shall be reviewed by two persons who are not members of the Board.
5. The financial accounts and other books of the Society shall be made available for inspection by any member upon reasonable request.

BY-LAW VII - RULES OF ORDER

Meetings of the Society shall be governed by Robert's Rules of Order.

BY-LAW VIII - DUTIES OF OFFICERS

1. Officers are legally bound to exercise reasonable care when making decisions for the organization. Reasonable care is "what an 'ordinarily prudent' person in a similar situation would do."
2. **Officers** of the Society are responsible for the safe custody of:
 - a. Deeds, title papers and other documents relating to the Society's property; and
 - b. At least one copy of minutes and proceedings and resolutions of the Society.
3. The **President** of the Society shall be responsible for:
 - a. The general management and direction of the business and affairs of the Association;
 - b. Performing duties incident to the office and those prescribed from time to time by the other Officers and the Board of Directors;
 - c. The President shall be a *de facto* member of all Committees; and
 - d. The President or designate shall preside at all meetings of the Officers and Board of Directors, and meetings of members.
4. The **Vice-President** of the Society shall:
 - a. Assume the duties of the President in their absence; and
 - b. Other duties as assigned.

5. The **Secretary** of the Society shall:
- a. Keep true minutes of all meetings.
 - b. Keep a record of:
 - a. all meeting minutes of the Society;
 - b. all correspondence of the Society;
 - c. all resolutions passed by the Society;
 - d. all amendments to the Constitution;
 - e. a list of members of the society and their addresses;
 - f. a list of the names and addresses to whom prize money is paid and the amount paid to each;
 - g. all Committee reports that may from time to time be appointed by the Society; and
 - h. all annual financial statements and auditors' reports.
6. In the event the Secretary is unable to attend a meeting, another Board Member may be appointed to record the true minutes of said meeting.
7. The **Treasurer** of the Society shall:
- a. Receive all money paid to the Society and deposit it to the credit of the Society with a financial institution, as the Society may by resolution direct;
 - b. Maintain a petty cash account of \$100.00 or other amount designated by the Board for disbursement for minor expenses as directed;
 - c. Maintain the records of all accounts and securities;
 - d. Keep or cause to be kept, proper books of account or make, or cause to be made entries of all receipts and expenditures of the Society;
 - e. Prepare a monthly summary showing the financial position of the Society to the Board;
 - f. Prepare the annual financial statement of the Society; and
 - g. Draft the proposed annual budget for presentation at the AGM.