

**Stirling & District Horticultural Society
BY-LAWS – AMENDED OCTOBER 2023**

NOTE: To be voted on by the SDHS Membership at the AGM on November 20, 2023

BY-LAW 1 - INTERPRETATION

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

- 1.1 "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;
- 1.2 "Society" means the Stirling & District Horticultural Society;
- 1.3 "Audit" means an examination of the books and records by Financial Review;
- 1.4 "Financial Reviews" are conducted by independent, object and knowledge persons at least once a year, in accordance with general accepted accounting principles;
- 1.5 "Board" means the elected Directors of the Society;
- 1.6 "AGM" means the Annual General Membership meeting.

BY-LAW 2 - MEMBERSHIP

- 2.1 Any person may join the Society by paying the annual fee;
- 2.2 The annual membership fee shall be set at the discretion of the Board at the beginning of each membership year; the current fee is \$15 per adult, \$25 per couple, \$2 per child 18 and under
- 2.3 Except as otherwise provided in the by-laws of the Society, a partnership or corporation or an association directed towards horticultural interest 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;
- 2.4 Associate Junior Membership:
 - a) shall be 6 years* to 17 years of age inclusive;
**the minimum acceptable age for insurance purposes*
 - b) shall not be eligible to vote on matters related to the Society;
 - c) shall pay an annual membership fee of \$2 which may be amended from time to time by the Board;
- 2.5 Life Membership may be granted to members who have given exemplary service to the Society on recommendation of the Board.
- 2.6 Membership Year shall be from September 1st to August 31st of the same year

BY-LAW 3 - ADMINISTRATION

- 3.1 The BOARD OF DIRECTORS shall consist of no less than six (6) and no more than twelve (12) Members of the Society in good standing;
- 3.2 Apart from the appointed positions of Treasurer and Secretary, there shall be no other Officers. (See By-Law 5 Duties)

- 3.3 There shall be three (3) signatories appointed; the Treasurer, the Secretary and one additional Director. These persons shall be recorded in the minutes of the Society;
- 3.4 Should there be urgent concerns requiring attention between meetings of the Board, all Board Members shall be contacted by phone or email and fully informed. Action then may or may not be taken depending on the nature of the concern, and upon approval of 51% of the Board;
- 3.5 Any elected or appointed member of the Board failing to attend three (3) consecutive Board meetings without good reason may result in the Board asking for their resignation;
- 3.6 No expenses will be paid without Board approval with the exception of fees and rent;
- 3.7 No compensation shall be paid to a Director or Member of the Society, but reasonable expenses incurred by a Director or Member in the performance of his/her duties may be paid;

BY-LAW 4- ELECTION/APPOINTMENT OF DIRECTORS AND AUDITORS

- 4.1 Directors and Auditors shall be elected at the AGM;
- 4.2 The Secretary and Treasurer shall be elected at the AGM or appointed by the elected Board at the first Board meeting after the AGM;
- 4.3 The Secretary and Treasurer shall hold office for one (1) year which can be extended to three (3) years for continuity purposes;
- 4.4 The Directors shall hold office until the next AGM and shall be eligible for immediate re-election, if members in good standing;
- 4.5 A minimum of six (6) and up to a maximum of twelve (12) Directors shall be elected for a minimum two (2) year term, with a maximum of three (3) consecutive two-year terms;
- 4.6 When a vacancy occurs on the Board by reason of death, resignation, or otherwise, the remaining members of the Board may appoint any member of the Society to fill the remainder term of the vacancy.

BY-LAW 5 - DUTIES OF DIRECTORS

- 5.1 All Directors:
 - a) shall each preside at a minimum of one (1) meeting of the Board and one (1) General Meeting (preferably in the same month), prepare an agenda for those meetings and decide all questions of order;
 - b) shall chair at least one (1) committee, and be responsible for the activities, projects or other duties performed by that committee
- 5.2 The Secretary:
 - a) shall attend all Board and General meetings, record all proceedings, conduct all correspondence, and appoint a proxy if he/she is unavailable;
 - b) may consult previous minutes to assist Directors with preparing agenda;
 - c) shall be responsible for the safe keeping of the Minutes, the Constitution and Bylaws and Amendments thereto;

d) shall keep a record of all current members of the Society, along with the Membership Registrar.

e) Shall be exempt from leading meetings as stated in By-Law 5.1a if this in any way impedes his/her duties as Secretary.

5.5 The Treasurer:

a) shall have the care and custody of all funds and security of the Society;

b) shall sign all cheques on behalf of the Board, along with one other designated Director;

c) shall pay out and dispose of same under the direction of the Board;

d) shall keep records of accounts and present these to the Board as directed;

e) shall, in conjunction with the Budget Committee and any other designated Directors, prepare a budget and present it to the Board for approval in a timely manner.

BY-LAW 6 - COMMITTEES

6.1 Committees established by the Board may be chaired either by a Director, or by a Member in good standing who would be responsible for reporting their committee activities to the Board.

BY-LAW 7 - FISCAL YEAR

7.1 The Society's fiscal year shall be a twelve-month period from September 1st to August 31st of the following year.

BY-LAW 8 - QUORUMS AND VOTING

8.1 One half (1/2) of the members of the Board shall constitute a quorum at Executive meetings;

8.2 At least twenty (20) of the members of the Society shall constitute a quorum at a General Membership Meeting. If a Member cannot attend the meeting in person, they may access a Proxy vote option on the www.gardenstirling.ca website;

8.3 At least twenty-five (25) of the members of the Society shall constitute a quorum at an Annual General Membership Meeting. If a Member cannot attend the AGM in person, they may access a Proxy vote option on the www.gardenstirling.ca website;

8.4 No person under the age of eighteen is eligible to vote at meetings of the Society.

BY-LAW 9 - EXECUTIVE MEETING

9.1 The Board meeting will usually be held once a month, in an accessible facility, to which all members may attend as observers;

9.2 Any emergency or additional meetings of the Board may be called, providing that any three Directors agree that this is necessary, and by sending notice to all Directors at least seven days before the time fixed for the meeting.

BY-LAW 10 - GENERAL MEMBERSHIP MEETING

- 10.1 The regular meeting of the membership shall be held monthly at a time and place determined by the Board excluding the months of July, August, and December.

BY-LAW 11 - ANNUAL GENERAL MEMBERSHIP MEETING

- 11.1 The AGM of the Society shall be held in November of each year, at such time and place as the Board determines;
- 11.2 At least two weeks' notice shall be given of the AGM and shall be advertised through all available media, including (but not limited to) email, phone, Facebook, website and distributors of local meeting information;
- 11.3 At every AGM there shall be appointed two (2) Financial Auditors to hold office until the next AGM;
- 11.4 An audited Financial Statement for the previous year of receipts and expenditures and a Statement of Assets and Liabilities, certified by the appointed auditors shall be presented;
- 11.5 At each AGM the Directors of the Board shall present a report of the activities of the organization during the previous year.

BY-LAW 12 - EXECUTION OF DOCUMENTS

- 12.1 The Secretary, Treasurer and one (1) additional designated Board Director (as per Bylaw 3, sub 3.3) may sign contracts, documents or any instructions in writing requiring the signature of the Society;
- 12.2 Two (2) signatures are required on cheques.

BY-LAW 13 - NOMINATIONS

- 13.1 All members of the Board of Directors shall be responsible for recruiting and encouraging members of the Society to join the Board, and shall publicly announce the names of new Directors at the annual AGM.

BY-LAW 14 - AWARDS

- 14.1 The Board may determine the awarding of prizes at an exhibition of the society;
- 14.2 Awards may be given to members for outstanding work in the advancement of objectives of the Society;
- 14.3 Awards may be given to members for outstanding contributions to the.

BY-LAW 15 - INDEMNIFICATION OF DIRECTORS

- 15.1 Every Director of the Society, their executors and administrators, shall be indemnified and saved harmless;

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

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 may provide insurance to cover this liability of the Society.

BY-LAW 16 - RULES OF ORDER

16.1 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 latter shall prevail.

BY-LAW 17 - AMENDMENTS

17.1 The By-Laws shall be amended only by a majority vote of those current members present at a regular meeting or special meeting called for that purpose.

17.2 Proposed amendments must be made available to all current members at least 1 week before the meeting,

SUBJECT TO THESE RULES, the Board has the power to act on behalf of the Society in all matters.

Original Document January 1999

Revised September 2017

Revised September 2020

Revised October 2023

A signed copy of the Constitution and By-Laws will reside in the permanent records of the Stirling & District Horticultural Society with the Secretary.