

Russell and District Horticultural Society

Constitution & By-laws (March 16, 1987)

Amended: May 15, 1990, November 18, 1996, February 21, 2000,
November 25, 2013, November 20, 2017

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Article I - Name

The name of the organization shall be “The Russell and District Horticultural Society”, henceforth referred to as “the Society”.

Article II - Authority

The Society is organized under the authority of the Horticultural Societies Act of the Province of Ontario, and its subsequent revisions, and all articles of this constitution shall be read to conform with said Act.

Article III - Purposes

The objects of a Horticultural Society are to encourage interest and improvements in horticulture by:

1. holding meetings respecting the theory and practice of horticulture;
2. encouraging the planting of trees, shrubs and flowers on public and private grounds;
3. promoting balcony and community gardening and outdoor beautification;
4. arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
5. distributing seeds, plants, bulbs, flowers, trees and shrubs;
6. promoting the protection of the environment;
7. promoting the circulation of horticultural information through any media;
8. promoting therapeutic horticulture; and
9. stimulating an interest in the study of horticulture.

A Society shall not expend more than one-half of its total annual receipts, other than grants or donations made for specific purposes, upon any one of the objects, except for the purposes of planting trees, shrubs and plants on public grounds and the promotion of outdoor art and public beautification.

Article IV - Membership

- 1) Every person who has attained the age of six (6) years shall be entitled to be a member of the Society.
- 2) No person under the age of eighteen (18) years will be eligible to vote at meetings of the Society.

- 3) Requirements for membership:
 - a. payment of the annual membership fee as determined by the Board of Directors from time to time; and
 - b. attainment of the age of eighteen (18) years for full membership or ages six (6) to seventeen (17) for junior membership.

- 4) Privileges of membership

A member shall be entitled to participate in the activities of the Society as shall be defined by the Board of Directors each year, but only full members may vote or hold office in the Society. In addition, only those who were members during the previous year are entitled to vote at the Annual Meeting.

Article V - Directors

- 1) The membership shall elect at each Annual Meeting from among themselves not fewer than six (6) Directors. Directors must be members in good standing at the time of nomination to be eligible for election. They shall be elected at the Annual General Meeting of the Society for one-year terms, renewable as long as satisfactory record of attendance and participation in the work of the Society is maintained.
- 2) In the event of a vacancy occurring on the Board by the death of or resignation of any officer or director or otherwise (eg. failure to attend a minimum of two meetings during the year), the remaining members of the Board shall have power to appoint any member of the Society to fill such vacancy provided that, when three or more vacancies occur at the same time a special general meeting of the Society shall be called and Directors elect to fill the vacancies.
- 3) The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the bylaws and regulation of the Society.

Article VI - Officers

- 1) The members shall elect from among themselves at the Annual Meeting a President, 1st Vice President, 2nd Vice President, and Secretary (unless the Board appoints a Secretary-Treasurer) to be known as the Officers of the Society. Officers shall be elected for one-year terms which may be renewable on the recommendation of the Nominating Committee.
- 2) The Board shall appoint a Treasurer or Secretary-Treasurer whose appointment shall be confirmed by the membership at the Annual Meeting.
 - a. The Treasurer or Secretary-Treasurer of the Society, before entering upon the duties of his office, shall give Bond for the faithful performance of his duties and especially for the due accounting for and paying over all monies which may come into his hands.
 - b. It shall be the duty of the Board in each and every year to enquire into the sufficiency of the security given by such Treasurer or Secretary-Treasurer and to report thereon to the Society.

- 3) The President, 1st Vice President, 2nd Vice President, Secretary and Treasurer or Secretary-Treasurer and the remaining six (6) or more Directors shall constitute the Board of Directors. The Past President may be appointed as ex-officio Director.
- 4) Indemnification of Directors and Officers
Every Director and Officer of the Russell & District Horticultural Society and his or her heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Russell & District Horticultural 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 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 Russell & District Horticultural 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 Russell & District Horticultural Society. The Russell & District Horticultural Society may provide insurance to cover this liability of the Russell & District Horticultural Society.

Article VII - Meetings of the Society

- 1) Annual Meeting
 - a. The Annual Meeting of the Society shall be held each year as determined by the Board of Directors. At least two (2) weeks notice of the Annual Meeting shall be given.
 - b. Fifteen (15) members present shall constitute a quorum at the Annual Meeting of which at least three (3) shall be Society Officers.
 - c. At the Annual Meeting:
 - i. The Board shall present a report of the activities and accomplishments of the Society since the last Annual Meeting and a detailed statement of the assets and liabilities of the Society, certified by the Auditors.
 - ii. Officers and Directors shall be elected.
 - iii. Auditor(s) shall be appointed.
- 2) General Meetings
 - a. Regular meetings shall be held at the call of the President.
 - b. Fifteen (15) members present shall constitute a quorum at a General Meeting.

c. A General Meeting may decide on all matters brought to it by the Board.

3) Director's Meetings

a. A meeting of the Board shall be called by the President by sending notice thereof to all the members of the Board at least seven (7) days before the time fixed for the meeting.

b. One half of the fifteen (15) members of the Board shall constitute a quorum.

4) Voting

a. At a Board Meeting, only elected Directors and any ex-officio Directors are eligible to vote.

5) Powers and Duties

a. In addition to other specific duties and powers assigned elsewhere in this Constitution, the Board shall:

- i. take the initiative in preparing general policies and actions for consideration and possible adoption by the membership
- ii. put into effect all policies and actions approved by the membership.
- iii. have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the membership.
- iv. be responsible for the management of the affairs of the Society between general meetings.

6) Committees and Sub-Committees

a. The Board may establish committees and sub-committees from time to time in order to conduct its business more effectively. All committees are accountable to the Board of Directors. The President will be an ex-officio member of all committees.

Article VIII - Finances

- 1) The fiscal year of the Society shall be from 1 November to 31 October of the next year.
- 2) All expenditures for items in excess of \$500.00 that are not included in the budget for the current fiscal year shall require approval by a motion passed at a General or Board of Directors Meeting.
- 3) Cheques to disburse the funds of the Society shall bear the signatures of the Treasurer or Secretary-Treasurer and one other Officer of the Society (as defined in Article VI item 1).

4) The financial records of the Society shall be audited by a qualified Accountant (or by at least two qualified individuals, neither of whom is a member of the Executive) approved by the Board of Directors.

5) Remuneration

No officer, Director or member of the Society shall receive an remuneration for carrying out his duties as officer, Director or member, but traveling and living expenses may be allowed any officer, Director or member while engaged in duties on behalf of the Society, and the Board may fix such remuneration and traveling and living expenses which shall be made payable out of the funds of the Society.

6) The financial accounts and other books of the Society shall be made available for inspection at a member's request.

Article IX - Rules of Order

Normal Rules of Order shall govern the Society on all matters not covered by the Constitution and By-Laws.

Article X - Change in Constitution and By-Laws

- 1) By-Laws of the Constitution of the Society may be made and/or adopted, amended or repealed by the Board of Directors providing it is confirmed by a two-thirds majority of the members present at an Annual or General Meeting of the Society.
- 2) All regulations as set forth in the Agricultural and Horticultural Societies Act 1988, or as it may be revised from time to time, shall become a part of this Constitution.

Article XI - Duties of Officers

- 1) Officers of the Society are responsible for the safe custody of:
 - a. Deeds, title papers and other documents relating to the Society's property;
 - b. at least one copy of minutes of proceedings, resolutions and by-laws of the Society;
 - c. books and records of the Society;
 - i. all resolutions passed by the Society;
 - ii. all amendments to the by-laws of the Society;
 - iii. all annual statements, financial and auditor's reports;
 - d. a list of the members of the Society and their contact information;
- 2) The Secretary of the Society shall:
 - a. attend all meetings of the Society and keep true minutes thereof;
- 3) The Treasurer of the Society shall;

- a. receive all monies paid to the Society and deposit them to the credit of the Society in a chartered Bank, as the Society may by resolution direct;
- b. keep the securities of the Society in safe custody;
- c. 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;
- d. prepare the annual financial statement of the Society; and
- e. prepare reports showing the financial position of the Society, as the officers from time to time direct.