

# **Ancaster Horticultural Society**

## **BY-LAWS**

### By-Law 1. MEMBERSHIP

Membership in the Society shall be open to all individuals interested in supporting the Society's mission. Membership shall be categorized as single, family, or group.

Through Society membership, members become affiliated with the Ontario Horticultural Association, the Royal Botanical Gardens, the Ancaster Agricultural Society, and the Conserver Society.

### By-Law 2. OFFICERS AND DIRECTORS

1. The OFFICERS of the Society shall be the President, President-Elect, Past President, Secretary and Treasurer.
2. The position of President may be shared among two or more individuals; the position shall be called Co-President.
3. The DIRECTORS shall include the officers of the Society and all heads of Committees; also known as the Board of Directors. A quorum for meetings shall be a simple majority plus one.
4. The OFFICERS shall constitute the Executive Committee.
5. The Executive Committee may fill vacancies in office occurring during the year.
6. The Board of Directors may appoint annually individuals to serve as Honourary Officers of the Society. Such individuals may or may not be members of the Society and carry no vote.

### By-Law 3. ANNUAL GENERAL MEETING (AGM)

1. The ANNUAL GENERAL MEETING shall be held at such time and place as the Executive Committee may decide for the purpose of reviewing the work of the year, preparing policy, and such other business deemed necessary. The Executive shall provide a notice of the meeting to members at least 60 days in advance of the meeting. This notice shall provide details of any Constitution or By-Law amendments.
2. Each member in good standing, attending the meeting, is entitled to one vote.
3. The Executive Committee shall have the power to call special meetings of the Society whenever it deems advisable. Notice of all special meetings, with a

statement of the subjects to be discussed, shall be sent to all Board members with a stated time line for response. A quorum of responses shall be required.

4. The President, in collaboration with the Executive Committee, shall prepare an agenda and order of business prior to calling the Annual General Meeting, and a copy of such agenda shall be made available to each member.
5. Two auditors, not necessarily certified public accountants, shall be elected annually.
6. Finances:
  - a) The Treasurer shall present an audited financial report to the members at the Annual General Meeting. Copies of the financial statement and auditors' report shall be distributed to each member present, and upon request.
  - b) The fiscal year of the Society shall be from the beginning of October until the end of September.
  - c) The membership year of the Society shall be the calendar year.
7. Between general meetings of the Society, the Board of Directors shall manage its affairs and, at the Annual General Meeting, a motion shall be made approving the actions of the Board of Directors for the previous year.

By-Law 4. ELECTION OF OFFICERS AND AUDITORS

1. The offices of the Society plus two Auditors shall be filled by election at the Annual General Meeting of the Society.
2. The Executive shall appoint a Nominating Committee that shall provide at least one candidate for each office. Current Executive members may not serve on the Nominating Committee. Members may provide nominations that should be sent to the Nominating Committee; the Nominating Committee must report all nominations received. Nominations may also be received from the floor, provided the proposed nominees have agreed for her/his name to stand.
3. In the event an election is required, votes shall be taken by a show of hands of members, in good standing, present at the AGM. Election shall be by simple majority.

By-Law 5. DUTIES OF OFFICERS

1. The President (or appointed delegate) shall preside at all meetings of the Board of Directors and General Meetings, shall decide all questions of order, and advance the interests of the Society whenever possible. The President shall be a member ex officio of all committees.

2. The Secretary, or appointed delegate, shall assist the President with correspondence, attend all Board of Directors and General Meetings and keep minutes thereof. The Secretary is also responsible for compiling a year-end report to be presented to the membership at the time of the Annual General Meeting.
3. The Treasurer shall keep an accurate record of all monies received and dispensed and shall maintain an account in a chartered bank or trust company approved by the Board of Directors. The Treasurer shall prepare an annual financial report, duly audited, for presentation at the Annual General Meeting.
4. The Treasurer shall prepare a forecast budget for the first Board meeting of the new fiscal year.
5. All Financial transactions shall have two co-signers from among the Executive Officers

By-Law 6. DUTIES OF DIRECTORS

1. Directors include Chairs of all Committees, such as Flower and Vegetable Show, Trillium Awards, Plant Sale, Awards, Program, Membership, Fieldcote plantings, Municipal plantings, Social, Publicity, Property, and such other committees as may be established from time to time.
2. Directors are responsible to enlist the help of Society members to serve on their respective committees, and to carry out their respective duties in a timely manner.
3. Directors shall prepare an annual report to be submitted to the Secretary in time for the publication of a year-end report at the Annual General Meeting.

By-Law 7. SOCIETIES

1. Each society may establish its own membership, manage its own business, finances, meetings, officers, publications, and election, and may develop its own constitution and by-laws, provided that they do not conflict with those of the District and the OHA.
2. Societies are encouraged to nominate candidates for awards, in their own Societies, as described in the OHA Awards Booklet, by submitting nominations and appropriate documentation.

By-Law 8. RULES OF ORDER

Bourinot's Rules of Order (or Robert's Rules of Order) shall govern the Society on all matters not covered by this Constitution and By-Laws.

By-Law 9. AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended, or revoked by a majority of the members present at any Annual General Meeting or special meeting of the members provided that:

1. A notice of motion in writing of such proposed amendment, or revocation, has been given at the previous AGM, or
2. The Secretary is notified in writing of the proposed changes in time to notify all members at least 30 days before the next AGM.

By-Law 10. INDEMNIFICATION OF DIRECTORS AND OFFICERS (Passed 02/17)

Every Director and Officer of the Ancaster Horticultural Society and his or her heirs, executors and administrators respectively shall from time to time, and at all time, be indemnified and saved harmless out of the funds of the Ancaster 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 Ancaster 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 Ancaster Horticultural Society. The Ancaster Horticultural Society may provide insurance to cover this liability of the Ancaster Horticultural Society.

By-Law 11 CODE OF CONDUCT (passed 04/17)

All OFFICERS and BOARD MEMBERS are committed to acting honestly, truthfully and with integrity in all our transactions and dealing for the Ancaster Horticultural Society and being responsible, transparent and accountable for all of our actions. The Society shall be operated and maintained without discrimination against any Person or group of Persons.