

Lakefield and District Horticultural Society

CONSTITUTION - 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 or related to one another or the treasurer.
5. "Auditor" is an individual who is a qualified Chartered Accountant, and who are 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 as outlined in By-Law 4.1;
10. "Ex officio" designates a member of a Board or Executive who is a person who holds or held an office to which he/she was neither directly elected nor appointed, often as the representative of an external body, in which case he/she is non-voting. An immediate past president or past director of a body is their ex officio, but has the right to vote, as long as immediate past president or past director is a member of good standing.

By-Law 2: HEAD OFFICE

The head office of the Society shall be located in the Village of Lakefield in the Province of Ontario at such place therein as the Directors may from time to time determine.

By-Law 3: MISSION

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

1. Beautifying the Villages of Lakefield and Buckhorn;
2. Educating members on environmental and horticultural issues through meetings, newsletters, Facebook and our Website; and
3. Providing education awards to local students of Environmental and Horticultural Studies.

By-Law 4: MEMBERSHIP

1. Types of Membership: 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. The Society will have 4 different types of Membership
 - a. Individual Membership - this membership is for one (1) name and one (1) vote.

- b. Family Membership - will consist of two (2) names and each person shall have one (1) vote.
 - c. Life Member - an honorary member appointed by the Board for long term service to the Society (no membership fee but voting rights)
 - d. Associate member - Any person under the age of 18 (no fee)
 - e. A corporation or entity does not qualify to become a member. (ONCA change 2010, c. 15, s. 48 (1))
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.
 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 the fiscal year after the change has been approved.
 4. If Directors are not elected at a meeting of the Members, the incumbent Directors continue in office until their successors are elected. (ONCA change – 2010, c. 15, s. 24 (5))
 5. A person who is elected or appointed to become a Director must consent before or within 10 days after their election or appointment. (ONCA change – 2010, c. 15, s. 24 (8); 2017, c. 20, Sched. 8, s.13)
 6. The Past President shall serve for one (1) one-year term following his/her last term of office. (not an ONCA change)

By-Law 5: ADMINISTRATION

5.A Board of Directors

1. Board of Directors: The Board of Directors shall consist of elected Executive Officers, an appointed Treasurer, a(n) Ex-officio Advisor(s) and up to TWELVE (12) elected Directors. The Board may fill Board vacancies occurring between Annual Meetings.
2. Elected Executive Officers: The elected officers shall include a President and up to two Vice-Presidents. These officers shall be elected at the Annual Meeting.
3. Time in office: President can be elected for TWO (2) years which can be extended annually. Directors can be elected for yearly terms.
4. Appointed: The Treasurer and the Secretary shall be appointed by the Board from among its members or the membership of the Society.
5. Ex officio Advisor: The ex officio advisor may be the immediate Past President of the Society, or any other person asked by the Board.
6. Nominations: A slate of names from among the membership of the Society (eighteen years of age or over) 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.
7. Rights: All Board members shall have a voice and one vote at any Board meeting.

5.B Meetings

1. General Meetings: Held every second Tuesday of the Month except for the month of January.
2. Meeting locations will be determined by the Board.
3. General, Annual, and Board Meetings will be held in-person within the area served by LHS, or by means of a virtual platform.
4. Voice: All those members attending shall have a voice.
5. Vote: All members of the Society shall have a vote in general matters.
6. 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.

7. Board Meeting: A meeting of the board shall be called by 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 AUDITION

1. The Board shall appoint the Treasurer and Secretary. All other positions are elected annually by the general membership.
2. An Auditor or Financial Reviewers shall be recommended by the Board, and elected by the voting members at the Annual Meeting, to carry out the audit of the ensuing year. Note: If there is a change in auditors, it must be voted on by the membership and the name sent to OMAFRA.
3. A Nominating Committee, chaired by the Immediate Past President, 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 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.
4. Nominees for Office should be members in good standing.
5. A nomination must include the following information: a. Name of the Office and the nominee
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.
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

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 and shall be in effect until amended or rescinded.
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

The fiscal year of the Society shall be from September 1 to August 31. The membership year shall be from September 1 to August 31.

By-Law 9: QUORUMS AND VOTING

1. General Meeting or Annual Meeting Quorum: 50% plus ONE (1) of those present, a member in good standing and voting. Every question shall be decided by a majority vote. In case of a tie, the Chair shall cast the deciding vote.
2. Executive Meeting Quorum: A majority of Directors constitutes a quorum to deal with the business of the Corporation. Every question shall be decided by a majority vote. In case of a tie, the Chair shall cast the deciding vote.

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.
4. Executive Meeting Vote: 50% plus ONE (1) of those present, a member in good standing and voting when convening a Board meeting and at any time a vote is taken at a Board meeting.

By-Law 10: ANNUAL MEETING

1. Annual Meeting: The Annual Meeting shall be held in November. The Annual Meeting shall be held on the scheduled date and shall start no earlier than 6:00 PM at a place located within the Village of Lakefield.
2. The Directors shall issue a notice of the Annual Meeting and advance Agenda no later than 10 days prior to the meeting. The final Agenda and Financial Reports will be sent to the members no later than 5 business days prior to the meeting.
3. The President shall present a report of the activities of the Society during the previous year.
4. The Audited Financial Statement for the previous year shall be presented.
5. Elections shall be held; and any other business which may be brought forward by a member shall be considered.
6. Voice: All those members attending shall have a voice.
7. Vote: All members of the Society shall have a vote in general matters as defined in By-Law 4.1, Types of Membership.
8. Reporting to the District: The Society, within ninety days of the annual meeting of the organization, submit to the Director:
 - a. a copy of the audited financial statement;
 - b. a statement of the number of current members including life 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 11: EXECUTION OF DOCUMENTS

1. Any two of the Treasurer and any designated Board member shall sign all cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange.
2. The President or one of the Vice-Presidents together with the Secretary or Treasurer may sign contracts, documents or any instructions in writing requiring the signature of the Society. 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.

By-Law 12: FINANCES

1. Financial Reports: Regular financial reports shall be presented at each regular board meeting. A reviewed financial report shall be presented to the membership at the Annual Meeting.
2. Budget: A budget, approved by the Board, for the current year shall be presented to the membership at the first meeting of the new fiscal year.
3. Expenditures: Budgeted expenditures may be disbursed by the Treasurer when authorized by the President. Non-budgeted expenditures over the amount of \$400 must be approved by the membership prior to expenditure.
4. Security: The Society shall provide for Security of the Treasurer to cover any loss of the funds of the Society.
5. This organization shall be carried out without purpose or gain for its members, and any profits or other gains to the organization shall be used in promoting the objectives of the society.
6. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in

performing his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

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 at all times, 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, commenced 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 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 general meetings of the Society. If the rules of order are in conflict with the By-Laws, the latter shall prevail.

By-Law 15: AMENDMENTS

The by-laws may be amended, or revoked, provided that the changes are approved by a majority of the votes cast at an annual general or special meeting called for that purpose. The following provisions apply:

1. A notice of motion in writing of the proposed amendment, or revocation, has been submitted to the Secretary 60 days before the meeting.
2. 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 Association.
3. The Secretary shall notify all members of proposed amendments 30 days prior to the meeting.

By-Law 16: DISSOLUTION

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.
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.
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.
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 go to a registered Canadian charity which promotes environmental activities in our Community.

Bylaw 17 OMISSIONS:

Any omission from this By-law document will default to the information contained in the Not-for-Profit Corporations Act, 2010.

Approved as amended by Members of the Lakefield and District Horticultural Society,

on this__12th__ day in _November_, 2024

Silvia Strobl, President

Pam Chellew, Past President

Ceci Leigh, Treasurer

Lynn Lavoie, Secretary

Original file copy signed