



STRATHROY-CARADOC HORTICULTURAL SOCIETY

BYLAWS

Revised January 16, 2019

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Preamble

The name of the organization is the **Strathroy-Caradoc Horticultural Society**, henceforth referred to as "the Society". These Bylaws are an adjunct to the Constitution of the Society.

Article I – Head Office

The Head Office of the Society shall be located in the Municipality of Strathroy-Caradoc, in the Province of Ontario and at such a place as determined from time to time by the Board of Directors.

Article II – Financial Year

Unless otherwise ordered by the Board of Directors, the financial year of the Society shall end on the 30th day of September of each year.

Article III - Dissolution:

Upon ceasing to exist or function after a period of 10 years, all assets of the Society shall become the property of the Municipality of Strathroy-Caradoc to be spent on public planting by the Department of Recreation and Leisure Services.

Article IV - Directors

- (a) The membership shall elect from among themselves a President, a 1st Vice-President, Treasurer and Secretary, plus elect a minimum of five (5) Directors for a two-year term, at each Annual General Meeting. A 2nd Vice-President may also be elected. These persons shall constitute the Board of Directors.
- (b) Directors shall be eligible for re-election to a subsequent term of office.
- (c) If a vacancy occurs among the Directors, by death, resignation or otherwise, the remaining members of the Board shall have the power to appoint any member of the Society to fill such vacancy. When three or more vacancies occur on the Board at the same time, a special general membership meeting is called and Directors elected to fill the vacancies.
- (d) Where a Director has failed to attend three consecutive Board meetings, the Board MAY declare the seat vacant.
- (e) Members must be fully paid to allow their name to stand for election to the Board of Directors.
- (f) The Past President shall be an ex-officio Director.
- (g) The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the Constitution of the Society.

- (h) In accordance with the Agricultural and Horticultural Organizations Act, each member of the Board of Directors is responsible for inquiring into the sufficiency of the security given by the Treasurer. If the security of the Treasurer is insufficient, each Director is personally liable for any loss suffered by the Society thereby.

Article V – Officers

The Officers of the Society shall be a President, 1st Vice-President, Treasurer and Secretary. A 2nd Vice-President may also be elected as an Officer of the Society.

- (a) The President, 1st Vice-President, Treasurer and Secretary shall be elected at the Annual Meeting for a two-year term of office.
- (b) The Officers and Directors shall constitute the Board of Directors and shall have the power to act for and on behalf of the Society in all matters, subject to the regulations of the Society.
- (d) Officers of the Society are responsible for the safe custody of:
- i. deeds, title papers and other documents relating to the Society's property;
 - ii. at least one copy of all meeting minutes of proceedings and resolutions of the Society.
- (e) In addition to other specific duties and powers, the Officers 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 membership meetings;
 - v. be responsible to ensure that the security of the Treasurer is sufficient and to report thereon to the Society;
 - vi. If the Board neglects to procure and maintain proper and sufficient security, each member thereof shall be personally responsible for any loss suffered by the Society.

Article VI – Protection of Directors & Officers

Every Director or Officer of the Society or other person who undertakes any liability on behalf of the Society and their heirs, executors and administrators, and estate and effects respectively, shall at all times be indemnified and saved harmless, out of the funds of the Society, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever

made, done or permitted by him or about the execution of the duties of his office or in respect of any such liability;

- (b) All others costs, charges and expenses that she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default.

Article VII – Finances

- (a) The Fiscal year shall be from October 1st to September 30th.
- (b) The Society bank account shall have three designated signing officers (President, Secretary, and Treasurer) with any two signatures of the designated Officers necessary to sign a cheque or other financial documents.
- (c) All monies received by the Society shall be deposited in the society's accounts at a Recognized financial institution.
- (d) All expenditures shall be receipted. All expenditures for items in excess of \$50.00 that are not included in the approved budget for the current fiscal year shall require approval by a motion passed at the general or Board meetings. The President may authorize expenditures of \$50.00 or less.
- (e) The financial records of the society shall be audited by a qualified accountant (or by at least 2 qualified individuals) neither of whom is a member of the Board.
- (f) The financial accounts and other records of the Society shall be made available for inspection by any member upon reasonable request.
- (g) Annual membership fees will be reviewed annually by the Board and approved by the general membership at the annual general meeting (January).
- (h) No compensation shall be paid to an Officer, Director or member of the society, other than the Treasurer or Secretary.
- (i) Reasonable expenses incurred by an Officer, Director or member in the performance of their duties may be paid upon approval of the Board (Bill 66, section 13).
- (j) The society will pay admission/registration for all members interested in attending the annual District 10 AGM to a maximum of 10. Beyond that number, the combined number of attendees will jointly split the additional registration cost. ie: 12 people. Reg is \$25 per person. 2 additional \$50. ($\$50 \div 12 = \$4.16.$) All 12 people pay \$4.16 each.
- (k) A rate of .30 cents per km round trip will be paid to any member attending an OHA District meeting as authorized by the Board. The society requests that members carpool when possible to reduce expenses. Any member attending an OHA Provincial Convention as

authorized by the Board, will be provided with a \$100 honorarium to help pay expenses. Mileage will not be paid to attend an OHA Provincial Convention.

- (l) The fee for guest speakers at Society meetings shall be \$100.00 unless otherwise approved by the Board.
- (m) Flower show Judges will be paid an appropriate fee not exceeding \$75.00 for each show they judge and a complimentary lunch provided, accompanied by a Flower Show Committee representative and/or the Society President.
- (n) A honorarium of \$25.00 will be paid to Judges who visit youth members' gardens (when active) on at least two (2) occasions.
- (o) A \$50 donation to a family charity of choice will be given for members who have died during that year.

Article VIII – Committees

The Board of Directors may establish standing committees (ie: garden tour, social) and ad hoc committees (newly created short-term) from time to time in order to conduct the business of the Society more effectively. All committees are accountable to the Board of Directors who will define the responsibilities of each committee. The President is an ex-officio member of all committees and must be notified in advance of all committee meetings.

Terms of reference for all committees shall include the following:

- (a) status of the committee (standing or ad hoc);
- (b) type of committee (discussion, working, task force, etc.);
- (c) overall purpose including any specific directives defining goals or tasks;
- (d) composition of the committee and the relationship to any over-lapping committees of the society;
- (e) Where money is involved, a budget must be prepared by the committee and approved by the Board of Directors in advance. Minutes of each committee meeting including financial transactions are to be submitted after each committee meeting to the Board of Directors. No committee shall spend more than their budgeted amount without the approval of the Board, nor shall enter a contract for any sum larger than that approved.
- (f) The term of a committee chairperson shall continue until after the annual meeting and then automatically terminate.

Article IX – Rules of Order

The current edition of Robert’s Rules of Order shall be the parliamentary authority of the Society on all matters not covered by the Constitution.

Article X – Awards

Awards may be issued by the Society as determined by the Board and confirmed by the membership.

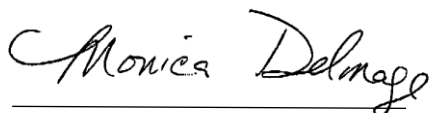
Article XI – Amendments

The Bylaws may be amended, revised or revoked by the Board, providing such changes are confirmed at a General Meeting of the Society and provided that a notice of planned changes have been published in the official publication of the Society before the meeting in question .

Signature Page:

Revised: January 20, 2016

Revised: January 16, 2019



President – Monica Delmage



Acting Secretary – Cheryl Losch