



CONSTITUTION AND BY-LAWS

As Amended— February 25th, 2015

PRINCE EDWARD COUNTY HORTICULTURAL SOCIETY

CONSTITUTION

The Agricultural and Horticultural Organizations Act, R.S.O., 1990 Chapter A.9, hereinafter called the Act, shall apply to all activities of this Society.

Article 1 – NAME

The name of the organization shall be the PRINCE EDWARD COUNTY HORTICULTURAL SOCIETY, henceforth referred to as “the Society”.

Article 2 – AUTHORITY

The society is organized under the authority of the Act. All articles of this constitution shall read to conform with the said Act, whether stated herein or otherwise.

Article 3 – PURPOSES

The purposes of the society shall be in accordance with Section 36, subsections (a) through (i) of the Act which reads as follows:

The objects of the horticultural society are to encourage interest and improvement in horticulture by:

- a) holding meetings respecting the theory and practice of horticulture;
- b) encouraging the planting of trees, shrubs, and flowers on public and private grounds;
- c) promoting balcony and community gardening and outdoor beautification;
- d) arranging field trips, contests, competitions, and exhibitions related to horticulture and awarding prizes;
- e) distributing seeds, plants, bulbs, flowers, trees and shrubs;
- f) promoting the protection of the environment;
- g) promoting the circulation of horticultural information through any media;
- h) promoting the benefits of therapeutic horticulture;
- i) stimulating an interest in the study of horticulture.

Article 3 – AMENDMENT OF THE CONSTITUTION

The constitution may be amended only by a two thirds (2/3) majority vote of those current members present at an AGM or regular meeting. Such proposed amendments must be made available to members at least 60 days before the meeting.

PRINCE EDWARD COUNTY HORTICULTURAL SOCIETY

BY-LAWS

BY-LAW 1 – INTERPRETATION

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

- 1.1 "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 Prince Edward County 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 Executive Board of the Society and the elected Directors.
- 1.6 "AGM" means the Annual General Membership meeting

BY-LAW 2 – MEMBERSHIP

- 2.1 Item Any person may join the society by paying the annual fee set out in a by-law of the society;
- 2.2 The annual membership fee shall be set at the discretion of the Board at the beginning of each membership year;
- 2.3 Except as otherwise provided in the by-laws of the horticultural 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 Membership Year shall be from November 1st to October 30th the following year.

BY-LAW 3 – ADMINISTRATION

- 3.1 The EXECUTIVE BOARD shall consist the Officers of the Society, together with the directors;
- 3.2 Where there is a Past-President of the Society, the Past-President will be an ex-officio member of the Board with voting rights;
- 3.3 The Officers of the Society shall be the, Vice-President, Treasurer, and Secretary, if members in good standing;
- 3.4 The Officers of the Society shall transact the business of the Society between meetings of the Board;
- 3.5 Any elected or appointed member of the Board failing to attend three (3) consecutive meeting of the Board without good reason shall be deemed reason for the Board to ask 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, officer, or member of an agricultural society or horticultural society, other than a treasurer, secretary-treasurer, or secretary from outside the Society, but reasonable expenses incurred by a director, officer, or member in the performance of his or her duties may be paid;
- 3.8 The signing officers shall be recorded in the minutes of the society.

BY-LAW 4 – ELECTION/APPOINTMENT OF OFFICERS AND AUDITOR

- 4.1 The Officers and Directors shall be elected at the AGM;
- 4.2 The secretary and treasurer shall be confirmed or appointed by the elected Board at the first Board meeting after the AGM;
- 4.3 The Officers and Directors shall hold office until the next AGM and shall be eligible for immediate re-election, if members in good standing;
- 4.4 The Officers and seven (7) Directors shall be elected for a maximum of two (2) consecutive terms of two (2) years each term;
- 4.5 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 OFFICERS AND DIRECTORS

- 5.1 The President:
 - a) shall preside at all meetings of the Board and decide all questions of order and be ex-officio member of all committees;
 - b) prepare an agenda for each meeting;
- 5.2 The Vice-president shall be vested with all powers and perform all duties of the president in the President's absence;
- 5.3 The Secretary:
 - a) Shall attend all meeting of the Board and Society, record all proceedings, and conduct all correspondence, as necessary. Because email is commonly sent to the President, the President may respond if appropriate;
 - b) will consult previous minutes to assist the President with the agenda;
 - c) shall be responsible for the safe keeping of the minutes, the Constitution and By-Laws and amendments thereto;
 - d) Shall keep a record if all current members of the Society.
- 5.4 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;
 - 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 present a budget as soon as possible to the Board for approval;
- 5.5 Directors will submit an estimate an estimate of probable expenses to be incurred to the Treasurer;
- 5.6 Any elected or appointed member failing to attend three (3) consecutive meeting of the Board without good reason shall be deemed reason for the Board to be ask for their resignation.

BY-LAW 6 – COMMITTEES

6.1 All committees established by the board shall normally be chaired by an Executive Officer.

BY-LAW 7 – FISCAL YEAR AND MEMBERSHIP YEAR

7.1 The Society's fiscal year shall be a twelve month period from October 1st to September 30th of the following year.

BY-LAW 8 – QUOTUMS AND VOTING

8.1 One half (½) of the members of the Board shall constitute a quorum at Executive meetings;

8.2 Thirty (30) member of the Society shall constitute a quorum at a General Membership Meeting;

8.3 Thirty (30) member of the Society shall constitute a quorum at an Annual General Membership Meeting;

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 A meeting of the Board shall be called by the secretary upon the direction of 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 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 January, July, August, and December.

BY-LAW 11 – ANNUAL GENERAL 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 by publication in a newspaper of general circulation;

11.3 At every AGM there shall be elected two (2) auditors to holds 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 also 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 President or Vice-President together with the Secretary or Treasurer may sign contracts, documents or any instructions in writing requiring the signature of the Society;

12.2 The signing officers shall be recorded in the minutes of the society.

BY-LAW 13 – NOMINATIONS

13.1 The Nominating Committee shall be chaired by the Past-president and shall be composed of the Past-president, one Board member, and one member at large

BY-LAW 14 – RULES OF ORDER

Robert's Rules of Order shall govern proceedings at all meeting of the Society. If the rules of order are in conflict with the By-Laws, the latter shall prevail.

BY-LAW 15 – AMENDMENTS

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

15.2 Proposed amendments must be made available to all current members at least 4 weeks before the meeting.

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