**Constitution and By-Laws**

**of**

**Barrie Garden Club**

**March 2020**

**Article I: Name**

The organization known as “The Barrie Horticultural Society”, as designated under The Charitable Act, shall be called **Barrie Garden Club**, hereinafter referred to as “the Club”.

**Article II: Authority**

The Club is organized under the authority of *The Agricultural and Horticultural Organizations Act,* R.S.O. 1990, Chapter A.9, hereinafter called “the Act”.

**Article III: Mission Statement**

**Objectives:** The objectives of the Club shall be to provide leadership and assist in the promotion of education and interest in all areas of horticulture and related environmental issues. The Club is dedicated to the beautification of the community through Club-sponsored projects and initiatives.

**By-Laws**

**Article I: Membership**

1. Any adult person is eligible to be a member of the Club, subject to payment of the annual membership fee as determined by the Board of Directors.
2. A member is eligible to participate in the activities of the Club. Any current member 18 years of age or over, may vote or hold office in the Club.
3. Membership in the Club extends from January to December.

**Article II: Directors**

1. The Board of Directors (hereinafter referred to as “the Board”) will consist of a minimum of six (6) and a maximum of fifteen (15) directors, **as deemed appropriate by the Board,** in order to carry out its mandate.
2. The membership shall elect, at the Annual General Meeting, the new Board of Directors for a minimum term of two (2) years, after which time they will be eligible for re-election.
3. In the event of a vacancy occurring on the Board, the remaining Directors shall have power to appoint any member of the Club to fill such vacancy. When three (3) or more vacancies occur at the same time among the Directors, a special General Meeting of the Club shall be called and Directors elected from the membership to fill the vacancies.
4. Where a Director has a financial interest, direct or otherwise, in any matter in which the Club is concerned, s/he shall disclose that interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the matter.
5. The Board of Directors will have the power to act for and on behalf of the Cub in all matters, subject to the by-laws and regulations of the Club.

**Article III: Officers**

1. The Directors will appoint from among themselves, at a meeting to be held as soon as is practical after the Annual General Meeting, a Chairperson, or co-Chairperson(s) as deemed appropriate by the Board, a First Vice-Chairperson and Second Vice-Chairperson, to be known as officers of the Club.
2. The Board, from among themselves or the membership at large, will appoint a Secretary and a Treasurer.
3. The Chairperson, Vice-Chairperson(s), ex-officio Directors and the remaining Directors constitute the Board of Directors.
4. No person shall hold the office of Chairperson or Vice-Chairperson (First or Second) for more than two (2) consecutive years. If there is no qualified nominee for the offices of Chairperson or Vice-Chairperson, a person may continue to serve in such office in excess of two (2) years at the discretion of the Board.
5. A Director must have been an active Director of the previous year’s Board to be elected Chairperson, First or Second Vice-Chairperson for the upcoming year – unless there is no other qualified nominee for such office.
6. The Executive Committee of the Board of Directors may be comprised of the Chairperson, Past Chairperson, Vice-Chairperson(s), Secretary and Treasurer. The Executive Committee shall meet at the discretion of the Chairperson or his or her representative to deal with matters of an urgent nature and a quorum of the said Committee shall be a simple majority.
7. A meeting of the Board or Executive Committee may be held by telephonic or electronic means and be duly recorded.

**Article IV: Nominations and Election of Directors**

1. The Board of Directors shall appoint a nominating committee at least two (2) months before the Annual General Meeting (AGM), if required. This committee shall submit a slate of nominees for office to the Board at the January Board Meeting. The nominating committee shall then submit its report at the AGM and this report shall form the basis of election of directors.
2. Any member of the Club may nominate another member for election to the Board by submitting such member’s name verbally or in writing to the Chairperson or other member of the nominating committee *at least thirty (30) days prior to the AGM.*
3. There shall be no nominations from the floor at the AGM for the election of directors unless vacancies exist for the position of director occurring after the nominating committee’s report has been submitted.

**Article V: Meetings of the Club**

**Annual General Meeting (AGM)**

1. The meeting for the election of officers will be held in February at a time and place selected by the Board. This month may be changed as is considered practical by the Board, provided notice thereof is sufficiently given to the auditors and to the members at large.
2. At least one (1) week’s notice of the Meeting may be given to each member of the Club through electronic communication stating the date, time and place.
3. A minimum of ten (10) percent (%) of the current membership shall constitute a quorum at the AGM.
4. The Board will present a report of the activities and accomplishments of the Club since the previous AGM. A detailed Profit and Loss Statement since the last AGM, including assets and liabilities of the Club, certified by the auditors, will be provided and distributed.
5. The Directors shall be elected.
6. Auditors shall be appointed by the Board, as is practical, after the November Board meeting and announced at the AGM.
7. A list of eligible voters (i.e. members in good standing who have paid the current year’s fees) will be available at the AGM and only those so listed will be eligible to vote.

**General/Monthly Open Meetings**

1. The Board will endeavour to hold monthly meetings for the membership and general public at a time and place determined by the Board and will provide notice of the same via electronic communication.
2. A general meeting may decide on all matters brought to it by the Board.
3. Only those members who have paid their dues for the current year would be eligible to vote at a general meeting. Ten (10) percent (%) of the current membership constitute a quorum at a general meeting.
4. Monthly meetings should be held in accordance with the **By-Laws, Article III: Mission Statement.**

**Special General Meeting**

1. A Special General Meeting is one which is called to deal with amendments to the Constitution, election of Directors to fill vacancies on the Board, or such other matters as the Board may determine.
2. Notice that a General Meeting that is to be a Special General Meeting shall be given to the members at least one (1) month prior to the date of the meeting through electronic communication, stating date, time and place.
3. Only those members who have paid their dues for the current year would be eligible to vote at a Special General Meeting. Ten (10) percent (%) of the current membership constitutes a quorum at this meeting.

**Directors’ Meeting**

1. The Board will meet once a month as it determines necessary, or at the call of the Chairperson or his/her designate, at a place and time to be determined by the Chairperson. The day of the week for such meetings may be changed at the discretion of the Board, upon approval of the majority thereof.
2. One-third of the members of the Board shall constitute a quorum at any Board Meeting.
3. All Directors, including ex-officio Directors are eligible to vote at all Board Meetings.
4. The Board may invite current members to attend a Directors’ Meeting as an observer with no voting rights.

**Powers and Duties**

In addition to the specific powers and duties assigned to the Board in the Constitution and By-Laws, the Board shall:

* 1. prepare policies and actions for consideration and adoption and put into effect such policies and actions;
	2. have power to enter into contracts in the name of the Club;
	3. be responsible for the management of the affairs of the Club;

**Committees and Sub-Committees**

1. All committee members must be members of the Club or invited subject matter experts.
2. The Board may establish committees and sub-committees in order to conduct its business more effectively.
3. All committees are accountable to the Board who shall define the responsibilities of each committee.
4. Terms of reference for committees and sub-committees shall include, but not be limited to:
	1. the status of the committee (standing or ad-hoc);
	2. the overall purpose, duties and powers of the committee;
	3. any specific directives defining goals or tasks;
	4. an upper limit of expenses the committee can incur;
	5. the preferred time and method for reporting.
5. No committee may enter into any undertaking involving the expenditure of money until a proposed budget for the committee has been approved by the Board or, in the case of an emergency, until the approval of a majority of the Board has been obtained.
6. A committee chairperson or designate may attend and report to a meeting of the Board, but such person cannot vote at a Board meeting, unless that person is a member of the Board.

**Article VI: Finances**

1. The fiscal year of the Club shall be from January 1st to December 31st of each year, unless otherwise determined by the Board, and upon giving adequate notice of any change to the members.
2. All expenditures for items in excess of $250.00 require approval by a motion passed at a Board of Directors’ Meeting.
3. Cheques to disburse the funds of the Club must bear the signatures of two (2) of the following officers – the Treasurer, the Chairperson(s) and one (1) other Board member.
4. The financial records of the Club shall be audited as defined by the OHA directives.
5. No officer, director or member of the Club shall receive remuneration for carrying out the duties of the Club, but reasonable expenses incurred by such person in the performance of his or her duties may be paid. The Board may fix the amount of such expenses, which shall be payable out of the funds of the Club.
6. Excluding grants and donations made for specific purposes, the Club shall not spend more than one-half of its total annual receipts on any one project, except for the promotion of outdoor beautification, in accordance with the provisions of the Act and approval by the Board.
7. The financial accounts and other records of the Club shall be made available for inspection by the members, upon one (1) week’s notice.

**Article VII: Indemnification**

Every Director and Officer of the Barrie Garden Club 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 Barrie Garden Club only from and against:

1. 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;
2. all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Barrie Garden Club; 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 Barrie Garden Club. The Barrie Garden Club may provide insurance to cover the liability of the Barrie Garden Club.

**Article VIII:**

The by-laws of this Constitution of the Club may be made and/or adopted, amended or repealed by the Board of Directors provided such additions, deletions and/or changes are ratified by the members at a General Meeting of the Club.