

Constitution and By-Laws

Barrie Garden Club

Article I: Name

The organization known as 'The Barrie Horticultural Society', as designated under The Charitable Act, shall be called the **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 to 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) Subject to payment of the annual membership fee, as determined by the Board, any person 18 years of age or over may participate in the activities of the Club, vote or hold office.
- 2) 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.
- 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 concurrently 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, the director 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 will have the power to act for and on behalf of the Club in all matters, subject to the by-laws and regulations of the Club.

Article III: Officers

- 1) The directors will elect 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 directors will appoint from among themselves or the membership at large a Secretary and a Treasurer.
- 3) The Chairperson, Vice-Chairperson(s), ex-officio directors and the remaining directors constitute the Board.
- 4) 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.
- 5) The Executive Committee of the Board 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 the Chairperson's representative to deal with matters of an urgent nature. A quorum of the said Committee shall be a simple majority.
- 6) 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) Any member of the Club may nominate another member for election to the Board by submitting that member's name in writing to the Chairperson at least thirty (30) days prior to the Annual General Meeting.
- 2) Nominations from the floor for the election of directors will be accepted at the Annual General Meeting.

Article V: Meetings of the Club

All Club meetings including, but not limited to, the Annual General Meetings, Special Meetings, regular monthly membership meetings and Board meetings, may be held by telephone or electronic means and any member who, establishes a communications link to the meeting is deemed to be present at the meeting though those means and able to vote.

Annual General Meeting

- 1) The Annual General Meeting for the election of officers will be held in April at a time and place selected by the Board. This month may be changed at the discretion of the Board, provided sufficient notice is given to the auditors and to the membership.
- 2) At least ten (10) days notice of the Annual General Meeting shall be given to the Club membership through electronic communication stating the date, time and place.
- 3) A minimum of ten (10) percent (%) of the current paid up membership will constitute a quorum at the Annual General Meeting.
- 4) The Board will present a report of the Club's activities and accomplishments for the previous fiscal year.
- 5) A detailed financial statement since the previous fiscal report, certified by auditors, will be provided and distributed.
- 6) At the Annual General Meeting, the membership shall appoint an auditor or elect two (2) individuals not currently members of the Club or District 16 Executive and who are not related to or living with any of the Club to review the books of the Club for the next fiscal year.
- 7) Before the delivery of the Financial Report, the Treasurer will advise the membership that after the report has been delivered, a Motion from the floor is required regarding the 'review' of the books the following year.
- 8) The directors shall be elected.

Special General Meeting

- 1) A Special General Meeting shall be called to deal with amendments to the Constitution or By-Laws, election of directors to fill vacancies on the Board, or such other matters as the Board may determine.
- 2) Notice of a Special General Meeting shall be given to the members a minimum of ten (10) days 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 shall 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 deems necessary, or at the call of the Chairperson or the Chairperson's 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:

- a. prepare policies and actions for consideration and adoption, and put into effect such policies and actions;
- b. have power to enter into contracts in the name of the Club;
- c. 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:
 - a. the status of the committee (standing or ad-hoc);
 - b. the overall purpose, duties, and powers of the committee;
 - c. any specific directives defining goals or tasks;
 - d. budget of expenses the committee can incur;
 - e. the frequency and preferred reporting method.
- 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 meeting.
- 3) Cheques to disburse the funds of the Club must bear the signatures of two (2) of the following officers: Treasurer, Chairperson(s) or one (1) other Board member.
- 4) The Club's financial records shall be reviewed as defined by the Ontario Not-for-Profit Corporations Act 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 their duties may be reimbursed. 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 Ontario Not-for-Profit Corporations 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 to the Board of such a request.

Article VII: Code of Conduct

The Club is committed to providing a positive climate where all members feel safe, comfortable, respected, and accepted. Therefore, the following Standards of Behaviour are expected:

- a. to respect the rights of others and treat one another with dignity and respect at all times, regardless of economic status, race, colour, national or ethnic origin, language group, religion, gender, sexual orientation, gender identity, age, or ability.
- b. to show proper care and regard for property and the property of others.
- c. to take appropriate measures to help those in need.

Inappropriate behaviours include, but are not limited to:

- a. any behaviour that discriminates based on economic status, race, colour, national or ethnic origin, language group, religion, gender, sexual orientation, gender identity, age, or ability, racial, homophobic, or transphobic comments.
- b. any violent or bullying behaviour (physical, verbal, social or electronic) that intentionally hurts (physically, socially, economically) another person.
- c. making derogatory or hateful remarks toward an individual or group of people
- d. threatening behaviour toward an individual or group of people.

Should any members' behaviour be deemed inappropriate, the Club will employ corrective measures, on a sliding scale, up to and including loss of Club membership.

Article VIII: Indemnification

All directors the Club and their heirs, executors and administrators respectively shall at all times, be indemnified and saved harmless out of the funds of the Club only from and against:

- a. all costs, charges, and expenses whatsoever such director sustains or incurs in or about any action, suit or proceeding that is brought, commences, or prosecuted against the director for or in respect of any deed, act, matter, or thing whatsoever made, done or committed by the director, in or about the execution of the duties of the office;

- b. all other costs, charges, and expenses the director sustains or incurs in or about or in relation to the affairs of the Club; except such costs, charges, and expenses as are occasioned by the director's own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Club.
- c. The Club may provide insurance to cover the liability of the directors.

Article IX:

Changes to the Constitution and By-Laws of the Club may be made and/or adopted, amended, or repealed by the Board provided such additions, deletions and/or changes are ratified by the members at an Annual or Special General Meeting of the Club.

This document replaces that of March 2020.

Passed on this date 9th April 2024 by the Club membership.

Signed: _____ director

Signed: _____ member at large