

KINGSTON 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 Kingston Horticultural Society;
- 1.3 "Audit" means an examination of the books and records by Financial Review;
- 1.4 "Financial Reviews" are conducted by independent, objective and knowledgeable persons at least once a year, in accordance with generally accepted accounting principles;
- 1.5 "Board" means the elected Officers and Directors of the Board;
- 1.6 "AGM" means the Annual General Meeting.
- 1.7 "Meeting" means any meeting that may be held at an in-person venue, or by telephone, electronic or other communication facilities, as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.

BY-LAW 2 – MEMBERSHIP

- 2.1 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 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 September 1st to August 31st of the following year.

BY-LAW 3 – ADMINISTRATION

- 3.1 The Board shall consist of 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: President, Vice-President, Treasurer, and Secretary, and must be 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 meetings of the Board without good reason may be asked to resign from the Board;
- 3.6 No expenses will be paid without Board approval except for those items specified in the annual budget;
- 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 Board of Directors, in its discretion, may appoint honorary and life members of the Society.

BY-LAW 4 – ELECTION/APPOINTMENT OF OFFICERS & DIRECTORS

- 4.1 The President, Vice-President and Directors shall be elected at the AGM;
- 4.2 The President, Vice-President and up to nine (9) Directors shall be elected for a minimum of one (1) term of two (2) years;
- 4.3 The Secretary and Treasurer shall be confirmed within the elected Directors or appointed by the elected Board at the first Board meeting after the AGM;
- 4.4 When a vacancy occurs on the Board by reason of death, resignation, or otherwise, remaining members of the Board may appoint any member of the Society to fill the remaining 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 an ex-officio member of all committees;
 - b) prepare an agenda for each meeting;
- 5.2 The Vice-President:
 - a) 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 meetings of the Board and Society, record all proceedings, and conduct correspondence, as necessary. The Secretary / President may respond to correspondence sent to the Society, 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 for a minimum of seven (7) years;

- d) shall keep a record of all current members of the Society;
- e) shall transfer all records to the newly elected or appointed secretary at the completion of their term of office;
- f) shall archive records of the society with Queen's Archives.

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 along with one other signing officer;
- 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 after the fiscal year end;
- f) shall transfer all records to the newly elected or appointed treasurer at the completion of their term of office;
- g) shall archive all records of the society with Queen's Archives according to the Income Tax Act.

5.5 The Directors:

- a) shall attend all Board and general meetings.
- b) will submit an estimate of probable expenses to be incurred to the Treasurer;

BY-LAW 6 – PORTFOLIOS & COMMITTEES

6.1 All portfolios established by the board shall normally be chaired by a member of the Board

6.2 The Board shall establish additional committees as required and the Chair of these committees shall report to the Board.

BY-LAW 7 – FISCAL YEAR AND MEMBERSHIP YEAR

7.1 The Society's fiscal year shall be a twelve-month period from September 1st to August 31st of the following year.

BY-LAW 8 – QUORUM AND VOTING

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

8.2 Fifteen (15) members of the Society shall constitute a quorum at a General Membership Meeting;

8.3 Fifteen (15) members of the Society shall constitute a quorum at an AGM;

8.4 No person under the age of eighteen is eligible to vote at meetings of the Society.

8.5 Every member in Good Standing of the Society is entitled to vote on all questions coming before a regular or special meeting of the Society.

BY-LAW 9 – BOARD 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 (3) members of the board by sending notice thereof to all the members of the board at least seven (7) 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 July and August.

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 (e.g.: publication in a newspaper, email, newsletter, website, mail);

11.3 At every AGM, there shall be elected two (2) Financial Reviewers (external to the Board) to hold 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 Financial Reviewers, shall also be 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 – SPECIAL MEETINGS

12.1 The Board may call such Special Meetings as it deems necessary, provided that notice for such Special Meetings shall be the same as the AGM;

12.2 A Special Meeting must be called within 30 days receipt of a request for such meeting signed by ten (10) or more members of the Society or three (3) members of the board and stating the business to be discussed;

12.3 The business of such Special Meetings shall be restricted to the matters outlined in the request.

BY-LAW 13 – EXECUTION OF DOCUMENTS

13.1 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;

BY-LAW 14 – NOMINATIONS

- 14.1 The Nominating Committee shall be chaired by the Past-President and shall be composed of the Past-President, one other Board member, and one member at large.
- 14.2 The Nominating committee should make a report to the Society at the AGM of the members willing to stand for election.

BY-LAW 15 – INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 15.1 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, 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;
 - 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 may provide insurance to cover this liability of the Society.

BY-LAW 16 – RULES OF ORDER

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

BY-LAW 17 – AMENDMENTS

- 17.1 The By-Laws shall be amended only by a majority vote of those current members present at a regular meeting or special meeting called for that purpose.
- 17.2 Proposed amendments must be made available to all current members at least thirty (30) days before the meeting.

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

Approved at AGM November 8, 2018 and
Amended May 6, 2021