

ONTARIO HORTICULTURAL ASSOCIATION DISTRICT SIX CONSTITUTION

Article I NAME

The name of the organization shall be District Six of the Ontario Horticultural Association (OHA), hereinafter referred to as the District. Because the district is located at the northern edges of the Carolinian forest, it often refers to itself as a Carolinian District.

Article II AUTHORITY

The *Agricultural and Horticultural Organizations Act* (hereinafter called the Act) is the legislation that provides legal status and direction for agricultural societies, horticultural societies and agricultural associations in the Province of Ontario. The proper name of the Act is the *Agricultural and Horticultural Organizations Act*, R.S.O. 1990, chapter A.9.

Article III MISSION

The mission of the District is to provide leadership and assist in the promotion of education and interest in all areas of horticulture and related environmental issues through an expanding network of horticultural societies, as outlined in Article 36 of the Act.

Article IV MEMBERSHIP

Membership in the District shall be open to organizations interested in supporting the District's mission, and who are identified by the OHA and District 6 as in good standing and resident within the geographical boundaries of the District. Hereinafter, all these organizations will be referred to as "Societies."

Article V ORGANIZATION

The District shall function as a non-profit organization dedicated to carrying out its mission without purposes of gain, and any profits or other accretions shall be used in promoting its mission.

Article VI ADMINISTRATION

The District shall manage its affairs with the assistance of elected Officers and other Executive Members. The Terms of reference for election and the duties to be performed shall be provided in the By-Laws.

Article VII AMENDMENTS TO CONSTITUTION

The Constitution may be amended or revoked by three-fourths of the members present at an Annual General Meeting of the members, provided that: (1) a notice of motion in writing of such proposed amendment or revocation has been given at the previous annual meeting; or (2) the Secretary is notified in writing of the proposed changes in time to notify all societies at least 60 days before the next annual meeting.

ONTARIO HORTICULTURAL ASSOCIATION

DISTRICT SIX

BY-LAWS

By-Law 1. MEMBERSHIP

Membership shall be open to all horticultural societies incorporated under the *Agricultural and Horticultural Organizations Act* (hereinafter called the Act), and who report annually to the Ontario Ministry of Agriculture and Food and Rural Affairs (OMAFRA), providing they are located in the geographical sector identified by Ontario Horticultural Association (OHA) as District Six (hereinafter called the District.)

The Executive shall recommend the District fee per member for all societies. Any change to the membership fee must be approved by a majority of delegates at a District Annual General Meeting. The District Secretary shall notify societies of any proposed change at least 60 days prior to the next Annual General Meeting.

By-Law 2 OFFICERS AND EXECUTIVE COMMITTEE

1. The OFFICERS of the District shall be the District Director, Secretary and Treasurer.
2. The EXECUTIVE COMMITTEE shall include the officers of the District and all Assistant District Directors. A minimum of six Assistant District Directors shall be elected. A quorum for meetings shall be a simple majority plus one.
3. The Secretary and Treasurer may be selected from among the Assistant District Directors or elected separately. Auditors shall be elected annually.
4. Vacancies occurring in the Executive Committee during the year may be filled by appointment of the Executive Committee. Any persons so appointed shall serve until the next general election.

5. CODE OF CONDUCT

All OFFICERS and BOARD MEMBERS are committed to acting honestly, truthfully and with integrity in all our transactions and dealings for the District and being responsible, transparent and accountable for all of our actions. The District shall be operated and maintained without discrimination against any person or group of persons.

6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and Officer of the District and his or her heirs, executors and administrators respectively shall from time to time and at all times, be indemnified and found saved harmless out of the funds of the District only from and against:

- a) all costs, charges and expenses whatsoever such District 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 to 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 District; except such costs, charges or 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 District. The Ontario Horticultural Association may provide insurance to cover this liability of the District.

By-Law 3. ANNUAL GENERAL MEETING (AGM)

1. The ANNUAL GENERAL MEETING shall be held at such time and place as the Executive Committee may decide for the purpose of reviewing the work of the year, preparing policy, and such other business deemed necessary. The Executive shall provide a notice of the meeting to member societies at least 60 days in advance of the meeting. This notice shall provide details of any Constitution or By-Law amendments.
2. Each society member in good standing, attending the meeting, is entitled to a vote.
3. The Executive Committee shall have the power to call special meetings of the District whenever it deems advisable. Notice of all special meetings, with a statement of the subjects to be discussed, shall be sent to all societies at least 30 days prior to said meeting.
4. The District Director, in conjunction with the Executive Committee, shall prepare an agenda and order of business prior to calling the Annual General Meeting, and a copy of such agenda shall be sent to each society together with notice of such meeting. When possible, this meeting will be held in conjunction with the District Six Spring Workshop and Flower Show.
5. For the Annual General Meeting or any special meeting of the District, a minimum of 40 society members and eleven societies shall be present.
6.
 - a) The Treasurer shall present an audited financial report to the members at the Annual General Meeting. Copies of the financial statement and auditors' report shall be distributed to each Society, preferably before the meeting.
 - b) The Fiscal Year of the District shall be the calendar year.
7. Between general meetings of the District, the Executive Committee shall manage its affairs and, at the Annual General Meeting, a motion will be made approving the actions of the Executive Committee for the previous year.

By-Law 4. ELECTION OF OFFICERS AND AUDITORS

1. The Offices of District Director, plus at least six Assistant District Directors, and two Auditors shall be filled by election at the Annual General Meeting of the District.
2. The Executive shall appoint a Nominating Committee that shall provide at least one candidate for each office. Current Executive members may not serve on the Nominating Committee. Societies may provide nominations that should be sent to the Nominating Committee; the Nominating Committee must report all nominations received. Nominations will also be received from the floor, provided the proposed nominees have agreed for her/his name to stand.

By-Law 5. DUTIES OF OFFICERS

1. The District Director, or appointed delegate, shall preside at all meetings of the Executive and General Meetings, shall decide all questions of order and advance the interests of the District whenever possible, and shall be a member ex officio of all committees.
2. The Secretary, or appointed delegate, shall assist the District Director with correspondence, attend all Executive and General Meetings and keep minutes thereof.
3. The Treasurer shall keep an accurate record of all monies received and dispensed and shall maintain an account in a chartered bank or trust company approved by the Executive Committee. The Treasurer shall prepare an annual financial report, duly audited, for presentation at the Annual General Meeting.
4. The Treasurer must have a 'Standby Letter of Credit' issued annually by the OHA and signed by the President and Treasurer of the OHA.

By-Law 6. DUTIES OF ASSISTANT DISTRICT DIRECTORS

1. The Assistant District Directors, and the District Director, constitute an Awards Committee for the District. Only one nomination per District may be made annually according to the guidelines for awards described in the OHA Awards Booklet, these being the District Service Award, and a candidate for the OHA Honour Roll. The Awards Committee shall invite and receive nominations from societies for these awards, and will make the final decision for submission to the OHA.
2. An Assistant District Director may function as Secretary, Treasurer, or in other specific capacities as identified by the District Director, such as web-site manager or communications officer.
3. Quite apart from the aforementioned duties, each Assistant District Director is assigned up to four societies in their area for the purpose of establishing a strong liaison with those societies. This includes sitting in on their meetings **when requested**, installing their officers, and serving as a source of information for societies and their officers.

By-Law 7. SOCIETIES

1. Each society may establish its own membership, manage its own business, finances, meetings, officers, publications, and election, and may develop its own constitution and by-laws, provided that they do not conflict with those of the District and the OHA.
2. Societies are encouraged to nominate candidates for awards, as described in the OHA Awards Booklet, by submitting nominations and appropriate documentation about the potential recipient through the District Director.

By-Law 8. RULES OF ORDER

Bourinot's Rules of Order (or Robert's Rules of Order) shall govern the District on all matters not covered by this Constitution and By-Laws

By-Law 9. AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended, or revoked by a majority of the members present at any Annual General Meeting or special meeting of the members provided that:

1. A notice of motion in writing of such proposed amendment, or revocation, has been given at the previous AGM, or
2. The Secretary is notified in writing of the proposed changes in time to notify all societies at least 60 days before the next AGM.