

THE LINCOLN GARDEN CLUB AND HORTICULTURAL SOCIETY CONSTITUTION

Article I NAME

The name of the organization shall be The Lincoln Garden Club and Horticultural Society, hereinafter referred to as the Society.

Article II MISSION

The Mission of the Society is to stimulate a knowledge and love of gardening for all members. To promote, encourage, and enjoy horticulture through meetings, gardening projects and social activities. To raise awareness and foster appreciation of gardening, for the citizens of the Town of Lincoln, Ontario, by establishing beautiful gardens and landscapes; highlighting the fact that the Town of Lincoln is one of the largest flower-growing areas in Canada.

Article III ORGANIZATION

The Society shall be a charitable, not for profit organization, dedicated to carrying out its mission.

Article IV AUTHORITY

The Society, through the Ontario Ministry of Agriculture, Food and Rural Affairs (OMAFRA) and their legal status and direction is governed by the Agricultural and Horticultural Organization's Act (AHOA), and any revisions thereto.

Article V MEMBERSHIP

Membership in the Society is open to any person who is interested in gardening, who agrees with the Society's Mission and who pays the annual membership fee.

Article VI ADMINISTRATION

Members, in accordance with the Act, shall elect a Board of Directors at its Annual meeting. The terms of office and the duties to be performed by Officers and Directors shall be provided in the By-Laws of the society.

Article VII AMENDMENTS

The Constitution may be amended or revoked provided that the changes are approved by a two-thirds majority of the votes cast at an annual general meeting or special meeting called for that purpose. A notice of motion in writing of such proposed amendment or revocation must be submitted to the Secretary at least 30 days in advance of the meeting so that all members may be notified within a period of 20 days prior to the meeting. Any member of a society may submit such a notice of motion.

Article VIII DISSOLUTION

The Society may be dissolved by (a) Dissolution for Cause or (b) Dissolution by Request, as set out by the Ontario Agricultural and Horticultural Organizations Act.

**THE LINCOLN GARDEN CLUB AND HORTICULTURAL SOCIETY
CONSTITUTION
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. "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;
2. "Association" means the Ontario Horticultural Association;
3. "Society" means The Lincoln Garden Club and Horticultural Society;
4. "Board" means the Board of Directors of the Society;
5. "Financial Reviews" are conducted at least once a year, by independent, objective and knowledgeable persons in accordance with generally accepted accounting principles.
6. "Audit" means an examination of books and records by a qualified Auditor or Financial Reviewers;
7. "Auditor" is an individual or individuals who are qualified to conduct an audit of the books and records of the Society in accordance with the Canadian generally accepted accounting principles.
8. "Member" shall be any individual who has paid the current membership fee as set from time to time by the membership at an annual meeting;

By-Law 2 MEETING PLACE

The meeting place of the Society shall be located in the Town of Lincoln, Ontario, or at such place therein as the Board may from time to time determine.

By-Law 3 MISSION

The mission of the Society is to promote interest and advances in gardening, horticulture and related environmental issues.

- a) By holding meetings to increase our knowledge of horticulture
- b) By encouraging members and others in the planting of trees, shrubs and flowers on public and private grounds
- c) By promoting balcony gardening, community gardening and outdoor beautification
- d) By assisting the Town of Lincoln, Ontario in the beautification of public areas by the use of suitable landscaping and landscape material
- e) By raising funds through such endeavors as coffee sales, prize table sales, Plants Sale, etc.
- f) By making available seeds, plants, bulbs, flowers, trees and shrubs at meetings and Plant Sales
- g) By arranging field trips, contests, competitions and exhibits related to horticulture
- h) By stimulating interest among all ages in the study of horticulture

- i) By promoting the protection of the environment, conserving our natural resources and the preservation of wildlife
- j) By circulating horticultural information through any media

By-Law 4 MEMBERSHIP

4.1 Types of Membership:

- a. Any person interested in promoting the mission of the Society may join the Society by paying the annual fee.
- b. The Society may have 2 different types of Membership
 - i. **Individual Membership** - this membership is for one (1) name and one (1) vote.
 - ii. **Partnership**, or corporation, or an association directed towards horticultural interests 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.

4.2 Rights:

All members shall have equal rights and privileges.

4.3 Fees:

Membership fees shall be as determined by a vote of the membership present at the Annual General Meeting. Any change in fee structure shall take effect in the membership year after the change has been approved.

By-Law 5 ADMINISTRATION

5.A Board of Directors

5.A.1 The BOARD OF DIRECTORS shall consist of the Officers of the Society with a maximum of 10 elected Directors all of whom are members of the Society.

5.A.2 Elected Officers: The elected officers shall include a President, up to two Vice-Presidents a Secretary and Treasurer. These officers shall be elected at the Annual General Meeting.

5.A.3 A Board member who is unwilling or unable to carry out the responsibilities of office, or a member of the Board who misses 3 consecutive Board meetings, the Board may ask for the member's resignation. The Board may fill Board vacancies that occur for the balance of their term and have it ratified at the next Annual General Meeting.

5.A.4 The Board of the Society shall transact the business of the Society.

5.A.5 Time in office: The President, Vice-President(s), Secretary and Treasurer being elected for two (2) years and can extend annually. Five (5) Directors can serve a two (2) year term and five (5) Directors can serve a one (1) year term.

5.A.6 A slate of names from among the membership of the Society shall be put forward at the Annual General Meeting by a Nominating Committee, whose membership shall be determined by the Board. Additional names from among the eligible membership may be proposed from the floor for any elected position of the Board.

5.A.7 All Board members shall have a voice and one vote, except the immediate Past President, who does not have a vote at any Board meeting.

By-Law 5.B ADMINISTRATION

5.B.1 General meetings are held the third Saturday of the month except for the months of May, June, July, August and December.

5.B.2 Meeting locations will be determined by the Board and advance notice will be given for any changes.

5.B.3 All members of the Society shall have a voice and a vote in general matters.

5.B.4 Other general meetings of the membership shall be determined by the Board from time to time and members are to receive notice at least seven days in advance.

5.B.5 A meeting of the Board shall be called by the Secretary upon the direction of the President, or 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 6 ELECTION/APPOINTMENT OF THE BOARD AND AUDITOR

6.1 The Board positions, except for the immediate Past President, are elected at the Annual General Meeting when their terms come due.

6.2 A Nominating Committee, chaired by the Immediate Past President, shall be appointed by the Board to ensure that candidates are available for each Office. All nominations must be submitted to the Nomination Committee Chair. A Report from the Nominating Committee shall be submitted to the Board sixty (60) days prior to the Annual Meeting. Thirty (30) days before the Annual Meeting a list of candidates for the Board shall be sent out to the General Membership. The Chair of the Nominating Committee shall call for any further nominations from the floor at the Annual General Meeting, and complete the nomination process. All nominations must be proposed and seconded during the Annual General Meeting.

6.3 Nominees for Office shall be a member in good standing.

6.4 A nomination must include the following information: Name of the Office, name of the nominee's and his/her agreement.

6.5 Should the need for a vote arise, the candidate receiving a simple majority vote shall be declared the winner.

6.6 An Auditor(s) or Financial Reviewer shall be recommended by the Board, and approved by the voting members at the Annual General Meeting, to carry out the financial review of the ensuing year.

By-Law 7 DUTIES OF OFFICERS AND DIRECTORS

7.1 General duties of the Board, Auditors/Financial Reviewers, Committees and Members shall be as determined by the Board or Membership from time to time.

7.2 The legal authority for the Society shall be vested in the Board. Between general meetings, the Board shall have the authority to act for the membership.

7.3 President: The President shall be responsible for the general management of the business and affairs of the Society and perform duties incident to the office and those prescribed from time to time by the Board. The President shall be an ex-officio member of all committees. The President (or designate) shall preside over Board and General Membership meetings and shall book the locations for such meetings. The President shall welcome members and visitors and provide information about the Society's activities.

7.4 Immediate Past President: The Immediate Past President shall advise the President and guide the Board in decision-making, as necessary, and shall perform duties as may be prescribed from time to time by the Board. The Immediate Past President shall chair the Nomination Committee. Because this is an appointed position, the Immediate Past President has a voice, including making motions, and no vote.

7.5 Vice-President: The Vice-President shall assist the President as needed, shall preside over meetings in the absence of the President when designated and take charge of the monthly draws including the sale of tickets and obtaining prizes for them. The Vice-President may perform other duties that may, from time to time, be assigned by the Board.

7.6 Secretary: The Secretary shall attend all the meetings of the Society, record minutes of meetings, file and keep the Secretary's book and Society records and correspondence, conduct official correspondence of the Society and perform other duties as may, from time to time, be assigned by the Board. The Secretary shall preside in the absence of the President and Vice President. The Secretary has a voice and no vote, when presiding in the absence of the President and the Vice-President.

7.7 Treasurer: The Treasurer shall look after all the accounting/bookkeeping aspect of the Society including the annual reporting to the government regarding the Society's charitable status, the preparation of an annual budget for approval by the Board, shall account for all monies belonging to the Society and shall provide a monthly update on account balances. The Treasurer shall prepare a financial report for the year for presentation at the Annual General meeting. All bookkeeping records of the Society shall be audited at the end of the fiscal year. The Treasurer shall obtain approval from the Board and General Membership to pay invoices when individual totals exceeding \$250.00. The Treasurer has a voice and a vote except where there is a conflict of interest, obvious or otherwise, involving the Treasurer's functions.

7.8 Membership Director: The Membership Director shall be responsible for processing membership applications, membership renewals, membership cards and nametags. The Membership Director shall be responsible for collecting membership fees, transmitting same to the Treasurer and keeping a running total of membership fees collected. The Membership Director shall be responsible for maintaining an up-to-date list of members and relative information (i.e. addresses, phone numbers, email, etc.) and shall safeguard the completed application forms until ready for destruction as required by law. The Membership Director may perform other duties as may, from time to time, be prescribed by the Board.

7.9 Millennium Forest Director: The Millennium Forest Director shall be responsible for all matters relating to the Millennium Forest including but not limited to acting as liaison with all the stakeholders, general assessment of the plantings and structures thereon, recommending appropriate action, obtaining quotations and interacting with suppliers, as necessary and overseeing in partnership with Vineland Research and Innovation Centre the general state and health of the forest. The Millennium Forest Director may perform other duties as may, from time to time, be prescribed by the Board.

8.0 Plant Sale Director: The Plant Sale Director shall be responsible for the major fundraiser for the Society and shall coordinate with the Volunteer Director for the event.

8.1 Program Director: The Program Director shall work with the Board to line up speakers and activities for each general meeting and perform other duties as may, from time to time, be prescribed by the Board.

8.2 Publicity Director: The Publicity Director shall be responsible for advertising and publicity for Society meetings and special events. He/she may perform other duties as may, from time to time, be prescribed by the Board.

8.3 Social Director(s): The Social Director(s) shall be responsible for any refreshments required for Society meetings and events, including the Plant Sale and shall seek and coordinate volunteers who can assist in this regard. He/she may perform other duties as may, from time to time, be prescribed by the Board.

8.4 Telephone Director: The Telephone Director shall be responsible for calling members without email addresses to remind them of upcoming meetings, activities and events and shall seek and coordinate volunteers to assist in this function. He/she may perform other duties as may, from time to time, be prescribed by the Board.

8.5 Volunteer Director: The Volunteer Director shall be responsible for recruiting volunteers for all special events that the Society participates in, i.e. Stand-by-Me program, Niagara College Open House, public plantings, etc. The Volunteer Director shall provide basic orientation and on-going support to all recruited volunteers and shall organize their schedules. The Volunteer Director shall maintain records and submit volunteers' hours to the Secretary, ensure that volunteers are reimbursed for their approved out-of-pocket expenses and ensure that all volunteers are recognized for their efforts. He/she may perform other duties as may, from time to time, be prescribed by the Board.

8.6 All Board members are expected to attend all Society meetings.

By-Law 8 FISCAL YEAR AND MEMBERSHIP YEAR

8.1 The **fiscal year** of the Society shall be from November 1 to October 31.

8.2 The **membership year** shall be from January 1st to December 31st.

By-Law 9 QUORUMS AND VOTING

9.1 A quorum for meetings of the general membership shall be 50% plus one of the voting and attending members and decided by a majority vote.

9.2 A quorum for meetings of the Board of Directors shall be 50% plus one and decided by a majority vote. In case of a tie, the President shall cast the deciding vote.

By-Law 10 ANNUAL GENERAL MEETING

10.1 The Annual General Meeting shall be held in November on a scheduled date and shall start no earlier than 10 a.m.

10.2 The Board shall present a report of the activities of the Society for the past year.

10.3 The Audited or reviewed financial statement for the previous fiscal year will be presented and voted on.

10.4 Elections will be held as required or needed.

10.5 Any other business which may be brought forward by a member shall be considered.

10.6 All members attending, except the immediate Past President shall have a voice and have a vote.

10.7 The Society will submit a report to the Ontario Horticultural Association and AHOA (grant Application) as required.

By-Law 11 EXECUTION OF DOCUMENTS

11.1 Any two of the President, Secretary and Treasurer shall sign all cheques, drafts or orders for the payment of money, and all notes and acceptances and bills of exchange, contracts, documents or any instructions in writing requiring the signature of the Society.

11.2 The Board has power from time to time by resolution to appoint any Officer or Officers to sign contracts, documents or instructions in writing relating to special projects.

By-Law 12 FINANCES

12.1 Financial Reports: Regular financial reports shall be presented to the Board and to the membership. A reviewed financial report shall be presented to the membership at the Annual Meeting and voted on.

12.2 Budget: A budget, approved by the Board, for the current fiscal year shall be presented to the membership at the first meeting of the new year.

12.3 Expenditures: Budgeted expenditures may be disbursed by the Treasurer when authorized by the President. Unbudgeted expenditures over the amount of two hundred and fifty dollars (\$250) must be approved by the Board and general membership prior to disbursement.

12.4 Security: The Society shall provide for Security of the Treasurer to cover any loss of funds of the Society.

By-Law 13 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Officer and Director 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 Lincoln Garden Club only from and against:

a) all costs, charges and expenses whatsoever such Officer or Director 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 Association may provide insurance to cover this liability of the Society.

By-Law 14 RULES OF ORDER

Robert's Rules of Order (11th Edition) shall govern proceedings at all meetings of the Lincoln Garden Club. If the rules of order are in conflict with the By-Laws, the latter shall prevail.

By-Law 15 CORPORATE SEAL

The seal, an impression of which is stamped in the margin hereto, shall be the corporate seal of the Society.



Approved by the members of the Lincoln Garden Club and Horticultural Society

_____ President _____ Date

_____ Member Representative _____ Date