

# Cornwall & District Horticultural Society Constitution

*Revised November 2021*

## **Article I - Name**

The name of the organization shall be the Cornwall and District Horticultural Society, henceforth known as "the Society."

## **Article II - Authority**

The Society is organized under the authority of the Horticultural Societies' Act of the province of Ontario and all articles of this constitution shall be read to conform with the Act.

## **Article III - Purposes**

The objects of the Society are to encourage interest and improvement in horticulture by

- (a) holding meetings for instruction and discussion on the subjects connected with the theory and practice of horticulture;
- (b) encouraging the planting of trees, shrubs and flowers on public grounds;
- (c) interesting youth and others in the study of horticulture;
- (d) holding exhibitions, arranging field trips and competitions and awarding premiums;
- (e) distributing seeds, plants, bulbs, flowers, trees and shrubs;
- (f) promoting the protection of the environment;
- (g) promoting the circulation of horticultural information.

## **Article IV - Membership**

1. Every person shall be entitled to be a member of the Society.
2. A Firm or an Incorporated Company may become a member by payment of the regular fee, but the name of one person only in any one year may be entered as the representative or agent of such Firm or Company and that person shall exercise the privilege of membership in the Society.
3. Requirements for membership:
  - (a) Payment of the annual membership fee as determined by the Executive and Board of Directors from time to time. Fees are due at the first monthly meeting of each calendar year.
  - (b) Attainment of the age of 18 years.
4. Privileges of Membership:

A member shall be entitled to participate in the activities of the Society and members may vote or hold office in the Society. In addition, only those who were members during the previous year are entitled to vote at the annual Meeting.

## **Article V - Meetings**

1. Annual Meeting:
  - (a) The Annual Meeting of the Society shall be held each year, usually in November, at such time and place as the Board determines. At least two weeks' notice of the Annual Meeting shall be given in public media or by other notice to members.

*Meeting: means any gathering that may be held at an in-person venue or may be held "virtually" via telephone, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously.*

The Executive Board has the ultimate discretion when it comes to selecting the meeting option (in person or virtual) that is best suited for the Cornwall & District Horticultural Society. That decision should be taken on a case-by-case basis, taking into account the expected size of meeting and the nature of issues to be discussed during the meeting. The discretion to choose, however, must be coupled with the duty to comply with gathering limits that may be set by statute.

In the case of virtual meetings, Proxy voting and voting will be decided on as needed basis.

- (b) Ten percent (10%) of the paid-up members shall constitute a quorum at the Annual Meeting.

(c) At the Annual Meeting:

- (i) The Board shall present a report of the activities and accomplishments of the Society since the last Annual Meeting and the Treasurer shall present the annual financial report.
- (ii) Directors and Officers shall be elected as required.
- (iii) Auditors (2) shall be appointed.
- (iv) The secretary shall make available a list of members eligible to vote and hold office.

2. General Meetings:

- (a) Regular meetings shall be held at a time and place determined by the Board of Directors. .
- (b) A general meeting may decide on all matters brought to it by the Board.
- (c) Ten percent (10%) of paid-up members shall constitute a quorum at a general meeting.
- (d) Except for constitution amendments, which require a 2/3 majority, 50% + 1 of members present and voting shall constitute a majority for approval of motions and for the election of Directors and the Executive.

3. Directors' and Executive Meetings:

- (a) Regular meetings of the Directors and Executive of the Society shall be held at a time and place as determined by the Directors and the Executive.
- (b) Fifty percent (50%) of the Board shall constitute a quorum.

**Article VI - Board of Directors**

- 1. The Board of Directors shall consist of at least three (3) Directors and the Executive members.
- 2. The membership shall elect at each annual meeting, from among themselves, as many Directors as are required to fill the slate of Directors.
- 3. The term of office for Directors is 2 years.
- 4. The Board of Directors shall have the power to act for and on behalf of the Society in all matters, subject to the by-laws and regulations of the Society.

**Article VII - Officers**

- 1. The members shall elect from among themselves at the Annual Meeting a president or co-presidents, a vice-president, a corresponding secretary, a recording secretary and a treasurer, as required to fill the slate of officers.
- 2. The term of office of the officers shall be two years.

**Article VIII - Finances**

- 1. The fiscal year of the Society shall be from November 1 to October 30.
- 2. Cheques to disburse the funds of the Society shall bear the signatures of the Treasurer and one of the following: the President, either of the Co-Presidents or the Secretary.
- 3. The financial records of the Society shall be audited by 2 members of the Society appointed at the Annual Meeting.

**Article IX - Rules of Order**

Roberts Rules of Order shall govern the Society on all matters not covered by the Constitution or By-Laws.

**Article X - Responsibilities of the Officers**

- 1. The President or at least one of the Co-Presidents shall preside at all meetings of the Society, decide all questions of order (subject to Roberts Rules of Order) and advance the interests of the Society. The President or at least one of the Co-Presidents shall be a member of all committees.
- 2. The Vice-President, in the absence of the President/Co-Presidents and/or in the event that the President /Co-Presidents become(s) incapacitated , shall perform the presidential duties.
- 3. The Recording Secretary shall attend all meetings of the Society, record all the proceedings, and perform other duties as the Board may require of him/her. The secretary shall be responsible for the safe keeping of the constitution, by-laws and amendments thereto and shall keep a record of all current members of the Society.
- 4. The Corresponding Secretary shall attend all Executive meetings of the Society, be responsible for all Society correspondence and assist the President/Co-Presidents with the mail.

5. The Treasurer shall have care and custody of all funds and securities of the Society. He/She shall pay out and dispose of the same under the direction of the Board. He/she shall keep records of accounts and present these to the Board as directed. The treasurer shall be bonded as is considered necessary to ensure the faithful performance of his/her duties and proper administration of all funds. The Treasurer shall prepare monthly reports and an annual summative report. The Treasurer shall complete the application for the provincial grant.
6. Where there is an immediate past-president or past-co-presidents of the Society he/she/they is/are an ex-officio member(s) of the Board.

#### **Article XI - Committees**

The Executive may establish a Flower Show Committee, a Yearbook committee and ad-hoc committees when necessary. All committees are accountable to the Executive.

#### **Article XII - Amendments and By-Laws**

1. All articles in the constitution may be amended on a 2/3 majority vote of members present and voting, but only at an Annual Meeting, provided that notice of the proposed amendments was submitted in writing in the form of a motion at a previous regular meeting.
2. By-Laws may be made, and/or adopted, amended or repealed by a 2/3 majority vote of the members present and voting at the Annual Meeting or at a General Meeting of the Society.

#### **Article XIII - Indemnification & Bonding of Directors and Officers**

The Ontario Horticultural Association, as determined by it, shall be responsible for and shall indemnify Officers or other members of the Executive or any duly constituted committee for any claim initiated or damage ordered against him/her in respect to any act done by him/her in the course of, and within the scope of, his/her duties as such Officer or member of the Executive or any duly constituted committee of the Society as reasonable and necessary.

Every Director and Officer of the Cornwall & District Horticultural Society and his or her heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and saved harmless 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 Cornwall & District Horticultural 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 Cornwall & District Horticultural Society.

To meet Indemnification and Bonding requirements the Society shall be a Member in Good Standing with the Ontario Horticultural Society at all times by paying yearly dues or fees deemed by the OHA. When in Good Standing, the Society will be covered by the OHA insurance policy regarding the aforementioned.