



Thunder Bay Horticultural Society

By-Laws

Revisions

November 16, 2023

November 21, 2013

(Revision 8)

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These By-laws should be read in conjunction with the Constitution.

By-law #1 Membership

Membership will run for a calendar year January 1st to December 31st

All members are counted as a member for the OHA dues and covered by the OHA Insurance.

Responsibilities

- a. To assist in the well -being of the Society.
- b. To promote its purpose and to take an active part in meetings, committees, events and community horticulture.
- c. To abide by the Society ' s constitution, by-laws, code of conduct, policies procedures and all government regulations that govern the Society.
- d. To conduct themselves in a manner that reflects positively on the Society.

Individual Membership requires payment of the annual membership fee as determined by the Board of Directors from time to time. They are eligible to vote at the Society' s meetings and participate in the Society's activities.

Youth Membership is open to those six (6) to seventeen (17) years of age and requires payment of the annual fee as determined by the Board of Directors.

Life Membership is determined by the Board of Directors. They are deemed to be fully paid-up members with full membership privileges and are included when submitting dues and insurance to the OHA. Life Membership may be conferred to a member in good standing who:

- a) has provided distinguished service to the Society,
- b) contributes in the promotion of horticulture,
- c) is a long-time member of the Society's activities, preferably 15 years,
- d) volunteers and participates in the Societies activities,
- e) has a positive influence on the Society as a whole,
- f) under special circumstances, exceptions can be made

Honorary Membership is deemed to be a fully paid-up member for the year in which it is given and entitles them to full privileges. The Board of Directors determines the entitlement of honorary membership and are included when submitting dues and insurance to the OHA.

Privileges of Membership All members in good standing shall be entitled to participate in the activities of the Society defined by the Board of Directors each year and vote at Society meetings.

Discipline or Termination of Membership will be considered when there is a reported violation of the Code of Conduct. The Code of Conduct Committee will investigate all reported violations of the code. They will give a written report to the Board on their findings. The Board of Directors will determine what course of action should be taken. Any action taken must be agreed to by at least two-thirds of the Board. All discussions held regarding discipline or termination of a member shall be held in camera.

By-law #2 **Elections and Appointments**

1. The Board will appoint a nominating committee who will put forth candidates for each position to be filled by election. Nominations can come from the floor, and a person can nominate themselves. Nominations for elections from the committee are submitted to the Secretary and distributed to the members along with the notice of the Annual Meeting. All members in good standing are eligible to be nominated for a position on the board.
2. In the case where none of the elected members of the Board possess the necessary qualification to fill the position of Secretary or Treasurer then the Board shall reserve the right to appoint individuals from within its membership or outside of the Society.
3. The Board will appoint the voting delegates to attend the OHA AGM and/ or special meetings.
4. The immediate Past President shall remain on the Board as an ex-officio member until a new president is elected.

By-law #3 **Voting**

1. At a Board meeting, only the Directors are eligible to vote.
2. Those members eighteen (18) years and older and in good standing may vote and nominate candidates for positions on the Board.
3. Voting may be done by show of hands or ballot.
4. Voting can take place at a virtual meeting.
5. Voting results will be announced immediately after the close of the vote at the meeting. The candidate receiving the most votes is elected.
6. Unopposed candidates are considered elected without a vote being taken.
7. In the event of a tie, the chairperson will cast the deciding vote.
8. At least two Scrutineers are picked from the general membership at the AGM to count ballots. Each scrutineer counts the ballots separately and then verifies that both counts agree. Ballots are destroyed after a candidate is declared.

By-law #4 **Duties of the Board**

1. Shall attend all Board Meetings. Failure to attend a minimum of three consecutive meetings without just cause may result in the member being removed from their position on the Board.
2. Notifies members of the OHA District meetings that they are invited to attend.
3. Ensures that the Treasurer and Secretary possess the necessary traits/qualifications to carry out their duties.
4. Procure and maintain proper and sufficient security of all records.
5. Initiate general policies and actions for consideration and possible adoption by the membership.
6. Put into effect all policies and actions approved by the membership.
7. Shall appoint an auditor or reviewer to carry out the audit or review of the financial records for the ensuing year which is approved by the members at the AGM
8. The Board may establish committees from time to time in order to conduct its business more effectively.
9. The Board shall form a Code of Conduct Committee at the first Board Meeting held after the AGM.
10. . The Board may invite a mediator to facilitate the resolution of disputes within the society.
11. All Board members are required to sign the current Code of Conduct.
12. All Board members have a fiduciary duty to the Society.

Past President (Ex-officio)

1. The immediate Past President's role is:
 - a. to attend board meetings
 - b. to provide historical context and expertise
 - c. to ensure continuity during organizational change,
 - d. to support the Board
 - e. vote on board decisions
 - f. to serve on committees
2. Must immediately pass all records to the incoming Past President once their term of office is vacated or complete.

By-law #5 **Duties of Officers**

President

1. The President or designate shall chair the general and board meetings of the Society.
2. The President shall act as a liaison person to maintain communications between the Minister of OMAFRA and the Society.
3. Prepares an agenda in consultation with the Secretary.
4. Is conversant with the Society's Constitution and By-laws, AHOA, ONCA, Robert's Rules of Order and the structure of the Ontario Horticultural Association.
5. Is an ex-officio member of all committees.
6. Involves the Vice -President wherever possible to prepare them for the role of President.
7. Ensures that everyone who has a role at meetings is aware of their duties and has prepared in advance.
8. Ensures that all correspondence and newsletters are shared with the membership.
9. Ensures that required forms and reports are completed and submitted before the deadline.
10. Presents a review of the year's work at the Society's AGM.
11. The President or designate shall maintain communications between the OHA and District 14 Director.

12. Should attend and encourages others to attend the OHA District 14 Meetings and Provincial Conventions.
13. Must immediately pass all information, books and records on to the next President once their term of office is vacated or complete.

First Vice-President

1. Prepares to become President by:
 - a. Presiding over some committees to acquire a thorough understanding of the Society's activities.
 - b. Becoming familiar with the Society's past activities.
 - c. Attending OHA District 14 Meetings and Provincial Conventions.
 - d. Must immediately pass all records to the next First Vice-President once their term of office is vacated or complete.
 - e. Shall take over in the absence of the President.

Second Vice President

1. Shall have the duty to assist the President and shall substitute for the first Vice President if the necessity arises.
2. Must immediately pass all records to the next Second Vice-President once their term of office is vacated or complete.

Secretary

1. Records the minutes of all general and board meetings of the Society and keeps these as permanent, complete records of the Society.
2. Circulates the minutes via email and has a limited number of printed copies available at the next meeting.
3. Co-signs the minutes together with the President upon their acceptance.
4. Keeps an up-to-date list of members, committee personnel, a record of attendance at board meetings and the Society's motions binder.
5. Maintains all the society files, records, and correspondence, including copies of the Agricultural and Horticultural Organizations Act, Society's Constitution and By-laws, OHA constitution and by-laws, OHA Awards Booklet, the Society's motion binder, certificate of insurance, General Guidelines for Horticultural Society Officers and the horticultural society's newsletter.
6. Keeps official records, society correspondence and official correspondence for seven (7) years.
7. Maintains the Society's motion binder, which is kept in perpetuity.
8. In conjunction with the President prepares an agenda before each meeting.
9. Receives and compiles committee reports of the Society's activities for presentation at the Society's AGM.
10. Should attend OHA district meetings and Provincial Conventions.
11. Keeps the Board informed of all correspondence and newsletters, notifies the President, committee chairpersons or other appropriate individuals of key correspondence without delay, and acts upon these as directed.
12. Prepares a list of members who are eligible to vote at the AGM.
13. Must immediately pass all records as stated in item five (5) above to the next secretary once their term of office is vacated or complete.

Treasurer

1. Maintains accurate records, keeping records of all transactions of income and expenses.
2. Ensures the distribution of all funds that are approved by the Board.
3. Deposits all monies received in the Society's bank account.
4. Submits an up-to-date financial statement to the Board which includes all transactions since the previous Board Meeting, with one copy for inclusion in the secretary's records.
5. At each General Meeting of the Society the treasurer shall present a report of all transactions since the previous General Meeting.
6. At the end of the fiscal year prepares the books of accounts for auditing or reviewing.
7. Once audited or reviewed, presents a detailed financial statement for the previous fiscal year at the AGM, by reading the statements or by providing a copy of the financial statements.
8. Submits the audited or reviewed financial statement to the Minister of OMAFRA and TPON by the required date.
9. Submits to the Board a copy of the report sent to OMAFRA and TPON.
10. Must retain all records for at least seven (7) years or as required by law.
11. Prepares a draft budget in conjunction with the president and board members prior to the AGM for Board approval, estimating receipts and expenses for the upcoming year's activities.
12. Should attend OHA district meetings and Provincial Conventions.
13. Must immediately pass all records (as per 10 above) to the incoming Treasurer when the term of office is vacated or completed.

By-law #6 Meetings of the Society

Annual General Meeting

1. At least two weeks' notice of the AGM shall be given to each member of the Society.
2. Twenty-five members present shall constitute a quorum at the Annual General Meeting.
3. The board shall present a report on the Society's activities, accomplishments, the audited or reviewed financial statement since the last AGM of the Society and the proposed budget for the upcoming year for approval by the members.
4. A President, First Vice President, Second Vice President and Directors shall be elected. The Secretary, Treasurer and/or Secretary-Treasurer are appointed at the next executive meeting after the Annual General Meeting.
5. A qualified auditor or reviewer shall be recommended by the Board and approved by the members at the AGM to carry out the audit or review for the following year. The auditor or reviewer must be independent of the Society, any of its affiliates and the Directors and officers of the Society and its affiliates.
6. The secretary shall have a list of those members eligible to vote and hold office as set out in By-law #5 under Secretary (12).
7. Amendments to the Constitution will be voted upon at an Annual General Meeting or a Special Meeting called for that purpose.

General Meetings

1. Regular meetings shall be held monthly at a time and place determined by the Board of Directors.
2. Twenty-five members present shall constitute a quorum at a general meeting.
3. A general meeting may decide on all matters brought to it by the Board.
4. Amendments to the by-laws can be voted upon at a general or special meeting called for that purpose.

Special General Meetings

1. The Board or the Membership may call for a special general meeting in order to deal with issues that:
 - a. requires lengthy discussions in order to resolve
 - b. falls outside of the regular business of the Society
 - c. requires urgent attention

Directors Meeting

1. A meeting of the Board shall be called by the Secretary upon the direction of the President or of any three members of the Board by sending notice thereof to all the board members, allowing them sufficient time to respond.
2. One half of the Board plus one shall constitute a quorum.
3. At a Board Meeting only the Directors are eligible to vote.

By-law #7 Committees

1. All committees are accountable to the Board. The Board may select a chairperson or elect to have the committee select its own chairperson.
2. Each committee is established by a motion by the Board that sets out its terms of reference and how the committee shall be selected.
3. A minimum of one Director shall sit on all committees.
4. Terms of reference for all committees shall include the following:
 - a. The status of the committee (standing or ad hoc).
 - b. The chairperson
 - c. The type of committee (discussion, working, task force, etc.).
 - d. The overall purpose.
 - e. Any specific directives defining goals or tasks.
 - f. The relationship to any other overlapping activities of the Society.
 - g. The composition, including statements from other sources, whether Directors are appointed as full or associate members, and any authority granted to the chair to invite other members to sit on the committee.
 - h. The number of committee members
 - i. Defined budget.
 - j. Any special mode of operation.
 - k. An upper limit of expenses the committee can incur.
 - l. The preferred time and method of reporting.
 - m. The committee chair shall submit a monthly report to the board prior to their executive meeting.
 - n. All documents and reports produced by the committee shall be deemed confidential and submitted to the Secretary upon completion of their mandate, at which time all other copies held by any committee member shall be destroyed.
 - o. Committee members are required to sign the current Code of Conduct.
5. A committee is not a final decision-making body. When it has finished considering a matter, it presents its findings in a report to the Board of Directors immediately.
6. Standing Committees:
 - a. Awards
 - b. Budget
 - c. Code of Conduct
 - d. Flower Show
 - e. Garden Beautification
 - f. Nominating Committee
 - g. Plant sale
 - h. Publicity
 - i. Public planting
 - j. Special Events
 - k. Yearbook

By-law #8 **Yearbook**

The yearbook is used to document the Society's activities, to aid in the preservation of our history and communicate important information to the members.

The following is a list of yearbook contents:

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| a. Acknowledgment page | l. Glossary of terms |
| b. Table of Contents | m. Yearly Contests |
| c. In Memoriam | n. Flower and vegetable show |
| d. President's message | o. Plant sale |
| e. Contact information | p. List of the past year's show winners |
| f. Membership and fees | q. List of prizes and awards |
| g. Constitution and By-laws | r. Helpful tips for exhibitors |
| h. Advertising | s. Reports |
| i. Financial Statement | t. Garden beautification rules and regulations |
| j. Board of Directors | u. Garden tours and pictures |
| k. Calendar of Events | v. Committees |

By-law #9 **Judging**

1. The decision of the judges in regard to the merits of exhibits and the awarding of prizes shall be final.
2. In the case of protest, all appeals shall be made in writing and shall be delivered within four hours of the end of the judging to the Show Chair. An exhibitor or interested person making such a protest will be required to deposit the sum of five dollars and if said protest is not sustained the amount shall be retained by the Society. The Show Chair and two (2) outside judges shall constitute a committee to determine such protests.
3. No exhibit will be entitled to a prize unless it possesses the necessary points of merit and no awards will be made to unworthy exhibits even though they may be the only ones of their kind in the exhibition. In such cases, the judges are required to state their opinion across the entry tag.
4. Judging shall be done in accordance with the requirements of the current issue of the Ontario Judging and Exhibiting Standards for Horticulture and Floral Design.
5. When an exhibit of very exceptional quality is shown, the judges are empowered to award a prize known as an " Award of Merit ".
6. The judges when acting officially may not consult with members of the Show Committee regarding matters concerning the merits of articles in competition.
7. All exhibitors except for appointed Clerks and Auditors must leave the show area before judging commences.

By-law #10 **Finance**

1. The fiscal year of the Society shall be from October 1st to September 30th
2. All expenditures for items up to two hundred and fifty dollars (\$250.00) that are not included in the budget for the current fiscal year shall require approval by a motion passed at a Board of Directors meeting.
3. In such cases where an expenditure exceeds the two hundred and fifty dollars (\$250.00) limit, such expenditures shall be approved by the membership prior to the expenditure occurring.
4. Cheques to disburse the funds of the Society shall bear any two signatures; the treasurer, President, First Vice President or Secretary and cannot be signed by the person to whom the cheque is payable to.
5. The signatories must be at arms-length (unrelated and unaffiliated) to one another.
6. The financial records of the Society shall be audited or reviewed annually or as requested by the Board.

7. No compensation shall be paid to a director, officer or member of the Society, other than the treasurer, secretary-treasurer or secretary but reasonable expenses incurred by a director, officer or member in the performance of their duties may be paid upon a motion and approval by the Board.
8. The Society may but is not required to permit a member to examine any or all of the records mentioned below and may permit a member to take extracts if they pay a reasonable fee as determined by the Board.
 - (a) the corporation's articles and by-laws, and amendments to them;
 - (b) the minutes of meetings of the members and of any committee of members;
 - (c) the resolutions of the members and of any committee of members;
 - (d) a register of directors;
 - (e) a register of officers;
 - (f) a register of members; (names only)
 - (g) a register of ownership interests in land complying with
9. The President, Treasurer and Directors will meet two months before the fiscal year-end to set the draft budget for the upcoming year. The draft budget shall be presented to the members for approval at the Annual General Meeting.
10. The Society may at the discretion of the Board compensate the Secretary, Treasurer or Secretary-Treasurer. It shall be the responsibility of the Secretary, the Treasurer, the Secretary/Treasurer to comply with any legislative requirements associated with such compensation.

By-law# 11 Indemnification of the Board of Directors

1. Officers and Directors of the Society and their 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(19-34) as per the liability insurance carried under the OHA insurance policy.
 - a) all costs, charges and expenses whatsoever such Board member or person(s) appointed or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commences or prosecuted against them for or in respect of any deed, act, matter or thing whatsoever made, done or committed by them, in or about the execution of the duties of their office(17-18)
 - b) all other costs, charges and expenses a person(s} 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 their own negligence, 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.

By-law #12 Security of Records

A copy of all Officers records Article IX (1) will be stored in a separate and secured location.

By-law # 13 Amendments to the By-Laws

1. The By-laws may be amended provided that the changes are approved by a two-thirds majority of the votes cast at a General Meeting or Special Meeting called for that purpose. A notice of motion in writing of such proposed amendment(s) must be submitted to the Society's e-mail at tbayhort@gmail.com or submitted to the Secretary at a General meeting where the submission will be acknowledged in writing by both the Secretary and President, at least 60 days in advance of the meeting so that all members may be notified within a period of 31 days prior to the meeting. Any member in good standing and eligible to vote may submit such a notice of motion.

The By-Laws have been approved by the General Membership as of November 16, 2023.

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| <u>Susan Prince, Member</u> | <u>S Prince</u> Signature | <u>Sept 19/23</u> Date (D/M/Y) |
| <u>Shirley Robson, Director</u> | <u>Shirley Robson</u> Signature | <u>Sept 19/2023</u> Date (D/M/Y) |
| <u>Vickie Bureau, President</u> | <u>V Bureau</u> Signature | <u>Sept. 19/2023</u> Date (D/M/Y) |