



---

# **CONSTITUTION & BY-LAWS**

## **The Stoney Creek Garden Club & Horticultural Society**

---

Recommended for Approval by the Board of Directors on September 25, 2023.  
Approved by the General Membership at its Annual Meeting on: November 13, 2023

# Contents

BACKGROUND .....	3
MISSION STATEMENT (OBJECTS OF A HORTICULTURAL SOCIETY: SECTION 36 OF THE ACT (PLUS MORE) .....	5
BY-LAW NO. 1 of the STONEY CREEK GARDEN CLUB & HORTICULTURAL SOCIETY .....	6
1. DEFINITIONS AND PRECEDENCE.....	6
2. THE SOCIETY .....	7
3. MEMBERSHIP .....	7
4. GENERAL MEETINGS AND ANNUAL MEETING .....	8
5. BOARD.....	9
Meetings and Voting.....	9
6. DUTIES OF THE EXECUTIVE.....	10
FINANCIAL MANAGEMENT.....	12
7. ABSENCE.....	13
8. TERM OF OFFICE FOR THE PRESIDENT .....	13
9. FINANCIAL EXAMINERS .....	13
10. FISCAL YEAR.....	13
11. DIRECTORS, JOBS, AND TASKS.....	14
12. HONOURS AND AWARDS .....	15
13. ANNUAL MEETING .....	15
14. LIMITATIONS ON EXPENDITURES .....	16
15. CONVENTION OR OTHER EXTERNAL MEETINGS .....	16
16. BY-LAWS.....	16
17. INDEMNIFICATION: .....	17

## **Background**

The Stoney Creek Garden Club & Horticultural Society, the Society was organized on April 12, 1926, at a public meeting held at Cheyne Church. The first President was Oliver M. Nash.

Except for a period between 1940 and 1955, the Society has been very active in civic plantings, flower shows, and instructional meetings. The first flower show was held in September 1926.

The Society was instrumental in having the geranium officially adopted as the city's flower due to its popularity dating back to the pioneer gardens of the area. In 2018 the trillium was adopted as the official logo of the Society.

In 2018, Society moved to The Church of Our Saviour the Redeemer, 25 Lake Ave. South, Stoney Creek Ontario. Meetings are held on the second Monday of each month, from September to June Except for October its the first Monday of month. November is our Annual General Meeting. Previously our meetings had been held at the Royal Canadian Legion Hall, Branch 622, Stoney Creek Ontario

The period 2020 and 2021 was inactive for personal meetings due to the Covid-19 Epidemic. During that time, the Society hosted ZOOM or electronic meetings and fairly maintained its membership around 70. The Society did not have its major fundraising events; the plant sale, or the silent auction.

In 2022, the Society moved its meeting location because The Church of Our Saviour the Redeemer established restrictions on the use of its hall (primarily fall out of Covid-19). The Society relocated to the Gymnasium of the Stoney Creek United Church at 1 King Street.

The Society is a Corporation pursuant to the provisions of the Agricultural and Horticultural Organizations Act, R.S.O. 1990, c. A.9 ("AHOA"), and is subject to the Act as currently amended.

People aged 16 and over are welcome to join as members of the Society and we encourage them to participate on the various committees. Any person under the age of 16 must be accompanied by a parent/guardian.

**Mission Statement** (Objects of a Horticultural Society: Section 36 of the Act)

The mission statement of the Stoney Creek Garden Club & Horticultural Society is to encourage interest and improvement in horticulture:

- a) By holding meetings respecting the theory and practice of horticulture;
- b) By encouraging the planting of trees, shrubs, and flowers on public and private grounds;
- c) By promoting balcony and community gardening and outdoor beautification;
- d) By arranging field trips, contests, competitions, and exhibitions related to horticulture and awarding prizes.
- e) By distributing seeds, plants, bulbs, flowers, trees, and shrubs;
- f) By promoting the protection of the environment;
- g) By promoting the circulation of horticultural information through any media;
- h) By promoting the benefits of therapeutic horticulture;
- i) By stimulating an interest in the study of horticulture; and
- j) By youth education and awareness.

# **BY-LAW NO. 1**

## **of the**

# **STONEY CREEK GARDEN CLUB & HORTICULTURAL SOCIETY**

---

## **1. Definitions and Precedence**

### **1.1 Definitions**

- a) Stoney Creek Garden Club & Horticultural Society, hereinafter referred to as the “Society.”
- b) OHA – Ontario Horticultural Association – leads Ontario districts and subsequent societies, in all matters related to Horticulture.
- c) OMAFRA – Ontario Ministry of Agriculture, Food and Rural Affairs.
- d) AHOA - Agriculture and Horticultural Organizations Act R.S.O. 1990, c.A.9,
- e) Constitution – the system of beliefs and laws by which a country, state or organization is governed.
- f) By-Law – a rule that an organization (such as a club or company) makes, and its members must follow.
- g) Quorum – the smallest number of people who must be present at a meeting for decisions to be made.
- h) Member in Good Standing – annual membership has been paid in full and the member has not had their membership revoked.
- i) Executive – consists of President, Vice-President, Past President, Treasurer and Secretary
- j) Board – consists of the Executive and Directors.
- k) D 6, District 6 – the District that we belong to, based on OHA district numbering system.
- l) ADD – Assistant District Director
- m) AM – Annual Meeting

## **1.2 Precedence**

Where any by-law is found to conflict with the Agriculture and Horticultural Organizations Act (AHOA), as currently amended, the Act will prevail and the Board should take immediate steps to ensure the by-law conforms to the Act.

## **2. The Society**

2.1 The Society is to be known as the Stoney Creek Garden Club & Horticultural Society and hereinafter referred to as the Society.

2.2 The Society is a Horticultural Society under the provisions of the AHOA.

2.3 The Society will maintain its membership to the OHA.

2.4 The Society and its members will respect and abide by the provisions of the Human Rights Code of the Province of Ontario and hereby acknowledges that every person has a right to equal treatment with respect to membership, participation, services, goods and facilities free from discrimination based on race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability.

## **3. Membership**

3.1 Any person 16 years or over is entitled to become a member of the Society. Members must be 18 years of age or older to vote (sec 38 of the Act).

3.2 The annual membership fee for full time and for life members will be established by the Board, under the guidance of the Director responsible for Membership.

- 3.3 A lifetime membership award will be presented to a 25-year member who is in good standing and to a 20+ year member who has actively participated on the board for a minimum of 3 years.

#### **4. General Meetings and Annual Meeting**

- 4.1 The Board may determine when regular and special meetings of the Society will be held.
- 4.2 The Annual Meeting (“AM”) will be held in November, December, or January and not later than 90 days after October 31. Any change in AM schedule needs to be approved by the OHA Director of D 6.
- 4.3 The AM and regular meetings of the Society will be held primarily on the second Monday of each month. In the case where the meeting falls on a statutory holiday, it will be moved to the prior or following Monday and when deemed necessary by the Board, can be held virtually. The membership will be notified.
- 4.4 A notice of the AM will be sent out to the membership via current distribution methods (i.e., email, internet, and social media) at least 15 days prior to the AM. A meeting notice must specify all the business to be included in the meeting, as well as the date, time, and location.
- 4.5 At every meeting, if required, the number of members that constitutes a quorum will be based on a percentage of the current membership. The percentage will be set at 40%. For example, if membership is sixty-five at the time a quorum is needed, the number required is 26 to achieve quorum. For the Board, the By-law provides for a total of up to fifteen active members so quorum at full Board would be six (6) members (40%).



- 4.6 Every member in good standing is entitled to vote on all decisions presented at or prior to a regular or special meeting of the Society. (See section 12.6 for exception)

## **5. Board**

- 5.1 The Board shall consist of a President, First Vice President, Secretary, Treasurer, Past President and ten (10) Directors elected at large.
- 5.2 Any member in good standing is eligible to be elected to the Board and every Board member shall subscribe to a Board-approved Code of Ethics.
- 5.3 In addition to the recommendation(s) of the Nominating Committee, any member, with the consent of that member, may be nominated from the floor during the elections at the AM or other general membership meeting when there is a vacancy on the Board.
- 5.4 The Executive will be comprised of the President, Vice-President, Past President, Treasurer and Secretary and will hold office until the next AM.
- 5.5 Subject to these by-laws, the Board has the power to act for, and on behalf of the Society in all matters.
- 5.6 When there is a vacant position on the Board, the remaining members of the Board may nominate a member in good standing to fill the position. The nomination is provided to the Nominating Committee Chair (Past-President). It will then be presented for approval at the next general membership meeting. This can happen anytime throughout the year. If approved the proper installation of the position should be done by the current ADD.

## **Meetings and Voting**

- 5.7 All business conducted by the Board shall be by motion; a motion requires a mover, a seconder, and a vote of the Board. An abstention is deemed to be a vote in the negative on any question.

- 5.8 A simple majority (50% + 1) is required to carry a vote on any motion or question. A tied vote is deemed to be lost. Members of the Board have only one (1) vote regardless of the number of positions held.
- 5.9 All Board meeting dates for the upcoming year will be presented by the Secretary in January and scheduled accordingly. The meetings will be scheduled one year in advance.
- 5.10 Any special meetings that may be required or changes to the approved meeting dates must be communicated ten days prior. The communication should include time, date, and location, if applicable.
- 5.11 All agenda items from the Board should be provided to the President ten days prior to the meeting. The President will provide an agenda seven days prior to the meeting and the Secretary shall distribute the agenda.

## **6. Duties of the Executive**

- 6.1 The President and if absent, the Vice-President:
- a) Presides at all annual, regular, and special meetings of the Society;
  - b) Chairs Board meetings, preparing and providing agenda topics;
  - c) Communicates to the membership information from the ADD;
  - d) Decides all questions of order;
  - e) Prepares the annual President's report for the AM, and
  - f) Advances the interests of the Society.
- 6.2 The President will be an ex-officio member of all Committees..
- 6.3 In the absence of the President, the powers and duties of the President will be transferred to the Vice-President. If there is no Vice-President, then the transfer will go to the Past-President.
- 6.4 The immediate Past-President:

- a) Shall be the Chairperson of the Nominating Committee and prepare a report of nominations for the AM or general membership meeting as the case may be.
- b) At the AM or other general membership meeting, where there is more than one nominated candidate for President, Vice-President, Secretary and Treasurer or more nominated candidates than vacancies for Director, the Immediate Past President shall conduct an election.

6.5 The Secretary:

- a) Attends Board, annual, regular, and special meetings of the Society and keeps meeting minutes;
- b) Circulates, revises, and posts meeting minutes within 10 days of the meeting date;
- c) Manages the process of backing up and keeping electronic files from the OneDrive secure;
- d) Every year changes the club's email account password and distributes it to the Board;
- e) Prepares and submits year-end reports for OHA and OMAFRA; and
- f) Manages all other necessary communication including monitoring the club's email account and distributes correspondence accordingly.

6.6 The Treasurer:

- a) Receives all monies, bonds, and other securities due to and belonging to the Society, and shall deposit the same with any chartered bank, trust or credit union approved by the Board, in account or accounts under the name of the Society;
- b) Accounts for all monies, bonds, and securities annually and, additionally as often as may be required by the Board, and
- c) Prepares a preliminary budget for consideration of the new Board.
- d) Prepares and presents the examined financial report at the AM.

6.7 Officers of the Society shall be bonded in the amount determined by the OHA in its insurance provisions, providing the bond/insurance value is not less than 80%

of the average annual bank balance of the Society. The OHA shall be encouraged to ensure that the associated Horticultural Societies are properly bonded and insured. Where the OHA bond is insufficient, the Executive shall purchase additional appropriate bond insurance.

## FINANCIAL MANAGEMENT

6.8 All cheques must have the signatures of two signing officers of the Executive.

6.9 The signing officers for the Society will be the President, Vice-President or Past President, Secretary and Treasurer for all cheques and all signatories should be at arms-length from each other: exceptions noted in the following table:

<b>Cheque Payable to:</b>	<b>Cheques can be signed by any two of the following:</b>
President	Vice-President or Past President, Secretary, Treasurer
Vice President or Past President	President, Secretary, Treasurer
Secretary	President, Vice-President or Past President, Arms-length Treasurer
Treasurer	President, Vice-President or Past President, Arms-length Secretary

6.10 E-Transfers for expenses are permitted to pay certain expenses approved by the Board of the Society. E-Transfers must be reviewed and have prior approval of the Executive; the Treasurer will enable the transfer once approved. It is acknowledged that there may be a charge, so this method of payment should be used prudently.

6.11 Cash purchases should be avoided; however, the exception will be at a Society meeting or event where cash purchase of services or supplies is appropriate, but such cash expense must have approval of at least two members of the Executive at such meeting and only on receipt of an appropriate bill or invoice.

- 6.12 With consent and approval of the Board, the Treasurer may negotiate financial investments such as GIC's.
- 6.13 The duties listed above may not cover all activities required to manage the finances of the Society; the Board may make such rules and provisions as are required for the circumstance.

## **7. Absence**

- 7.1 If a member of the Board is absent from the majority of meetings and is not communicating the circumstances, the Board has the authority and right to vote on ending the term of that person and, therefore, opening up a vacancy.
- 7.2 If a member of the Board was unable to attend a meeting and questions any proposal or vote passed, they can provide their concerns to the President no later than three days after the receipt of the meeting minutes. If a change to the vote is sought, a motion of reconsideration will be considered at the next meeting.

## **8. Term of Office for the President**

- 8.1 A President of the Society may serve at least one (1) year and not more than three years, consecutive or otherwise.

## **9. Financial Examiners**

- 9.1 At every annual meeting (AM), there shall be two Financial Examiners appointed who shall examine the books and records and prepare a report based on OMAFRA's Guidelines and requirements. The Financial Examiners will hold this position until the next AM.

## **10. Fiscal Year**

- 10.1 The fiscal year of the Society is from November 1 to October 31. Financial and all other reports are to be submitted to the OHA and OMAFRA no later than February 1 (92 days after fiscal year end).

## **11. Directors, Jobs, and Tasks**

- 11.1 The Board will annually establish Society jobs, tasks or functions (jobs) and assign responsibility to each of the Directors and/or Executive members of the Board who will be the Chair of the job, task or function (jobs). For example, Director responsible for Programming will chair a programming committee if one is created; Director responsible for Membership will chair a membership committee if one is created; Director responsible for Publicity will chair a publicity committee if one is created; Director responsible for Draws and Prizes will chair a draws and prizes committee if one is created; etc. (in 2023, the following are the jobs in the by-law: Program; Membership; Social; Publicity; Internet Communications; Flower Show; Bulletin; Draw; Awards; Fundraising; Plant sale; added during the year but not by by-law is “outings”).
- 11.2 There are ten (10) Directors elected annually (Article 5.1 hereof). The Board, at its first meeting following election, shall assign Society jobs to each Director or to an Executive member
- 11.3 The Board shall define and maintain a description of each of the jobs and the Board may establish jobs during the year and assign responsibilities to any Director or Executive member as deemed necessary.
- 11.4 Every Director may create a committee to assist and is encouraged to seek out volunteer members to fulfill the requirements of the committee to implement the job.
- 11.5 Each Director or Executive member shall provide updates on their activities, either at the Board meeting or prior to the meeting. Updates prior to the meeting should be provided to the President and the secretary.
- 11.6 Each Director or Executive member shall have and maintain a binder and/or digital files detailing the duties of the job and keeping records of past activities. This shall be passed on to the next succeeding Director or Executive Member.

11.7 Each job will have a budget established by the Board to assist with managing revenue and operating costs. The budget is subject to annual review.

## **12. Honours and Awards**

12.1 The Board can designate a person to become a “Life Member” based on the number of years of membership and any member who has made outstanding contributions to the Society.

12.2 A Life Member will have full voting privileges.

12.3 Board members will not be eligible for life membership while in office.

12.4 The committee under the chairmanship of the Director responsible for Awards, in its sole and unfettered discretion, has the authority to recommend to the Board, any kind of award or commendation to one or more of the Society’s members, whether on the Board or not, who has made a significant contribution to the objectives of the Society.

12.5 The Board shall have the power to appoint an Honorary Member, any person, outside of the Society membership, who has made an outstanding contribution to the work of the Society or to the horticultural community in general. This appointment will be for a period of time, decided at the time of the appointment. Appointment durations can be different for each Honorary member.

12.6 Honorary Members will not have voting privileges.

## **13. Annual Meeting**

13.1 At the AM, the Board will present the year-end reports and provide the membership with such reports to accompany the notice of the AM as part of the Agenda.

13.2 An election of members of the Board will take place and will be conducted by the Past President.

13.3 The new Board will be presented and installed by the current District Director or in their stead, the Assistant District Director.

#### **14. Limitations on Expenditures**

14.1 The Society will not spend more than one-half of its total annual receipts, other than grants or donations made for specific purposes, on any one of the projects enumerated under "Mission Statement", except for the purpose of planting shrubs and trees on public grounds and the promotion of outdoor art and public beautification (section 37 of the Act).

#### **15. Convention or Other External Meetings**

15.1 Any reimbursements to the membership, Board included, of expenses related to attending conventions or external meetings need to be approved by the Board.

15.2 Expenses may include costs like registration, transportation, insurance, and meals.

15.3 Approvals of reimbursement at all levels are subject to change year to year.

#### **16. By-Laws**

16.1 Proposed changes to the By-Laws of the Society (additions, amendments, or repeal) will be submitted to the Secretary by the Board, or on behalf of ten members in good standing.

16.2 Any proposed change(s) will be voted on at the next AM, regular or special meetings of the membership.

16.3 Each proposed change will be subject to a separate vote although for expediency and on consent of the members present, a vote on block may be considered (i.e., several amendments which are not substantive or are considered repetitive) .

16.4 A quorum is required as stipulated in section 4.5 to approve any proposed change.



## 17. Indemnification:

17.1 Every Member of the Board of the Stoney Creek Garden Club & Horticultural Society (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 and from and against:

- a. all costs, charges and expenses whatsoever such Director or Executive Member 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.

Signature of President     Karen Krasko

Signature of Secretary     Marian Heil

Date: November 13, 2023