

CONSTITUTION OF THE KINGSTON HORTICULTURAL SOCIETY

1. ORGANIZATION

1.1. NAME

The Society shall be known as “The Kingston Horticultural Society” and is hereinafter referred to as “The Society”.

1.2. AFFILIATION

The Society shall be subject to the Constitution of the Ontario Horticultural Association and the provisions of the Ontario Agricultural and Horticultural Organizations Act, R.S.O. 1990,c.A.9, as amended in 2002. The conditions of the Act and Amendments thereto shall be complied with at all times, with the exception of section 11(5), which requires each Society to have audited financial statements. In accordance with the OHA guidelines, the Society may have its annual statements reviewed by two members at large.

2. OBJECTIVES

- 2.1. To hold meetings for instruction and discussion on subjects connected with the theory and practice of horticulture.
- 2.2. To encourage the improvement of private and public grounds, including highways and streets, by the planting of trees, shrubs and flowers and by otherwise promoting outdoor art, public beautification, balcony gardening, therapeutic use of horticulture, community gardens and plot gardening.
- 2.3. To interest youth and others in the practice/study of horticulture by the holding of meetings, field trips, contests and competitions and by such other means as the Society considers proper.
- 2.4. To hold exhibitions and give awards for the production of vegetables, plants, flowers, fruits, trees and shrubs.

- 2.5. To distribute seeds, plants, bulbs, flowers, trees and shrubs in ways calculated to create an interest in horticulture.
- 2.6. To promote the protection of the environment with appropriate horticultural projects.
- 2.7. To promote the circulation of horticultural information through available media including periodicals and provision of books for libraries.

3. MEMBERSHIP

- 3.1. Every person of the full age of eighteen years or over is entitled to become a member of the Society and every person under the age of eighteen years is entitled to become an associate member of the Society.
- 3.2. A partnership or incorporated company or an association directed towards horticultural interests may become a member of the Society but, in every case, the partnership, company or association shall delegate one person to exercise the privilege of membership in the Society.
- 3.3. The annual membership fee shall be determined from time to time by the Board of Directors and shall be payable on a calendar basis but in no case shall be less than one dollar.
- 3.4. Every full member in good standing of the Society is entitled to vote on all questions coming before a regular or special meeting of the Society.
- 3.5. The Board of Directors, in its discretion, may appoint honorary and life members of the Society.

4. OFFICERS AND DUTIES

- 4.1. The officers of the Society should be: a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer.
- 4.2. The President and First Vice President shall be elected at the Annual Meeting held in November and shall hold office until the next Annual Meeting. Each of these officers is eligible for immediate re-election, for a maximum of two consecutive elections.

- 4.3. The Second Vice President, Secretary and the Treasurer shall be appointed by the Board of Directors and shall remain in office at the pleasure of the Board. The Board may appoint the Secretary and the Treasurer from among themselves or otherwise.
- 4.4. The President shall preside at all meetings of the Board of Directors and the Society and shall be an ex officio member of all committees. The President shall perform such other duties as requested by the Society.
- 4.5. The First and Second Vice Presidents shall assist the President in the duties of that office. In the absence of the President and the Vice President[s] the Board may appoint a temporary replacement to act on behalf of the President to preside over meetings of the Board and the Society.
- 4.6. The Secretary shall keep a true and accurate record of the minutes of all meetings and all work of the Society in books that shall be provided for that purpose; conduct correspondence of the Society and, with the approval of the Board, perform or delegate such duties as the Society shall direct, making sure that delegated duties are carried out satisfactorily.
- 4.7. The Treasurer shall receive all monies due to the Society; shall pay all orders drawn on the Society subject to the approval of the Board. The Treasurer will furnish to the Society annually a reviewed statement of the receipts and expenditures and shall retain all orders as vouchers for the amounts paid. The Treasurer will ensure to the best of his/her ability that the Society is in compliance with all applicable provisions of the Ontario Agricultural and Horticultural Organizations Act which relate to permissible expenditures and funding. The Treasurer will obtain security to cover against any loss of the funds of the Society, the sufficiency of which is the responsibility of the Board.

5. THE BOARD OF DIRECTORS

- 5.1. The Board of Directors of the Society shall be composed of: the Officers (as outlined above), up to 12 Directors, and the immediate Past President (ex officio).

- 5.2. The Directors shall be elected for one year terms. No Directors of the Society shall receive remuneration for their services as Directors.
- 5.3. Meetings of the Board shall be called by the Secretary upon the direction of the President or of any three members of the Board by giving notice thereof to all members of the Board at least three days before the time fixed for the meeting; but a meeting of the Board may be held immediately following any Annual, Regular or Special meeting of the Society, without notice.
- 5.4. Subject to paragraph 5.3, the Board should meet once a month except in July and August.
- 5.5. Subject to the by-laws and regulations of the Society, the Board has power to act for and on behalf of the Society in all matters.
- 5.6. One third of the members of the Board constitutes a quorum.
- 5.7. The Board may determine what Regular and Special meetings of the Society shall be held during each year but shall endeavour to hold a public meeting or programme for the general membership once each month except for July and August.
- 5.8. The Board shall establish standing committees as required and the Chair of these committees shall be a member of the board.
- 5.9. Sub-committees shall be appointed as required to deal with such other matters as the Board deems necessary.
- 5.10. No committee shall enter into any understanding involving the expenditure of monies without the knowledge of the Board for its approval provided however that expenditures of an emergency nature involving no more than \$500 may be incurred if it is not possible to convene the Board and if the appropriate procedures as outlined below are complied with.
- 5.11. In the event of an emergency requiring action or the expenditure of funds without a meeting of the Board, the President may authorize such action or expenditure provided he/she has the unanimous consent of the elected Officers and three members of the Board. Any such action or expenditure must be

brought to the attention of the Board at the first meeting of the Board after the emergency and ratified by the Board.

- 5.12. It shall be the duty of the Directors to attend the Board and general meetings; they shall assist and cooperate with the Officers in such work as may be undertaken by the Society during the year.

6. FILLING VACANCIES

- 6.1. Upon the death, resignation or incapacity (as determined by a 2/3 vote of the full Board) of the President to continue fulfilling the duties of the office, the First Vice President shall succeed to that office “ad interim”.
- 6.2. Any Officer or Director of the Society may be removed from office for a specified cause upon a 2/3 vote of the full Board.
- 6.3. When a vacancy occurs on the Board by reason of the death or resignation of any Officer or Director or otherwise, the remaining members of the Board may appoint any member of the Society to fill the vacancy.

7. MEETINGS OF THE SOCIETY

- 7.1. Subject to paragraph 5.6, the Board will determine what Regular meetings of the Society shall be held.
- 7.2. The Society shall hold an Annual Meeting in the month of November at such time and place as the Board determines.
- 7.3. At least two weeks advance notice of every Annual Meeting shall be given by the publication of a notice of the meeting in a newspaper having a general circulation in the municipality and by mailing notice of the meeting to each member of the Society to the address furnished to the Society and posting a notice on the Society’s webpage.
- 7.4. The Nominating Committee, composed of the Immediate Past President of the Society and three other members of the Society, at least one of whom shall not be a member of the Board, shall approach prospective members of the Society

and encourage them to seek office. The Nominating Committee may make a report to the Society at the Annual Meeting.

- 7.5. At the Annual Meeting, the Board shall present a report of the activities and accomplishments of the Society during the preceding year and the financial statement for the preceding year, and members of the Board shall be elected or appointed.
- 7.6. The Board may call such Special Meetings as it deems necessary, provided that notice for such Special Meetings shall be the same as the Annual Meeting. A Special Meeting must be called within 30 days receipt of a request for such meeting signed by ten or more members of the Society and stating the business to be discussed. The business of such Special Meetings shall be restricted to the matters outlined in the request or Notice.
- 7.7. At the Annual Meeting, any Special Meeting or any Regular meetings of the Society, ten members constitute a quorum.

8. FISCAL YEAR **

- 8.1. The fiscal year shall be from September 1 to August 31.

9. CONSTITUTIONAL AMENDMENT AND PROCEDURE

- 9.1. All meetings of the Board and the Society shall be run in accordance with Robert's Rules of Order in its most recent edition.
- 9.2. The Constitution of the Society may be amended by a two-thirds majority of those members present and voting at an Annual, Regular or Special Meeting of which notice has been given to all members of record at least seven days in advance of the meeting.

Amended November 11, 2010 at the Annual General Meeting of the Kingston Horticultural Society.