

# **CONSTITUTION and BYLAWS of the ONTARIO ROCK GARDEN & HARDY PLANT SOCIETY**

## **Article I**

### **NAME**

The organization shall be known as the ONTARIO ROCK GARDEN & HARDY PLANT SOCIETY, herein referred to as the Society.

The abbreviated form of the name of the Society shall be ORG&HPS.

## **Article II**

### **OBJECTIVES**

The objectives of the Society are:

- a. To function as a not-for-profit association.
- b. To promote and enhance the study of alpine and hardy plants as well as the creation of rock gardens and other suitable habitats.
- c. To assist members in all aspects of gardening by an exchange of knowledge and experience and to supply them with information focusing on alpine and hardy plants.
- d. To disseminate such information through meetings, newsletters, tours and a web site.
- e. To operate a Seed Exchange that is open to all members.

## **Article III**

### **MEMBERSHIP**

- a. Membership in the Society shall be open to all persons.
- b. All paid-up members shall be entitled to attend meetings, participate in Society activities, receive all mailings and copies of the Journal of the Society and have access to the members only section of the Society's website.
- c. Memberships purchased after October 1st shall extend to the end of the following year.

## **Article IV**

### **DONATIONS**

The Ontario Rock Garden & Hardy Plant Society may receive donations which may be designated for specific projects.

### **ENDOWMENT**

A donation may be made as an endowment. Endowments will be invested and the income from the investments will be used for the running of the Society or a specified project.

## **Article V**

### **BOARD OF DIRECTORS AND GOVERNING COMMITTEE**

- a. Board of Directors, herein referred to as the Board, shall consist of Chairman, Vice Chairman, Immediate Past Chairman, Treasurer and not fewer than three or more than six Directors.

- b. The elected members of the Board at the beginning of each new term of office shall appoint from the Society membership, a Treasurer, who shall have voting powers and shall remain in office at the pleasure of the Board.
- c. The Board and the Chairs of the various committees, established or maintained by the Board, shall form the Governing Committee of the Society.
- d. The Governing Committee reviews and plans for the activities of the Society. The Governing Committee shall, as much as possible, make decisions affecting the Society by consensus. If consensus is not achieved on an issue, a vote must be taken by members of the Board to resolve the issue.
- e. All members of the Governing Committee of the Society must be current members of the Society.
- f. All positions are honorary positions. Members will be reimbursed for approved documented expenses pertaining to the Society's business.
- g. The Board shall have the power to act for and on behalf of the Society in all matters except as stated in h.
- h. No person or group has the right to borrow funds on behalf of the Society.

## **Article VI**

### **CHANGES IN THE CONSTITUTION**

Articles of the Constitution may be repealed, amended or added to by an affirmative vote of two-thirds of members present at an Annual General Meeting, provided there is a quorum. Notice of any changes must be circulated to all members at least three weeks before the meeting.

## **Article VII**

### **DISSOLUTION**

In the event of dissolution, all remaining assets of the Ontario Rock Garden & Hardy Plant Society, after payments of liabilities, will be donated to not-for-profit Horticultural Societies or Institutes as approved by the Board

## **Bylaw I**

### **BOARD OF DIRECTORS**

- a. The Board shall have the power to appoint as many committee positions as deemed necessary.
- b. A minimum of five members of the Board shall constitute a quorum for the transaction of business. The chair of the meeting shall have a casting vote in the event of a tie.
- c. Any Board Member missing two consecutive Board meetings will be deemed to have resigned unless requested to remain in office by the Board.
- d. Any Board Member refusing to comply with the Constitution, the Bylaws or the Policy and Procedures of the Society will be deemed to have resigned if it is so moved and passed by a simple majority of remaining Board members.

## **Bylaw II**

### **TERM OF OFFICE**

- a. The term of office for all elected positions is nominally two years as defined by the dates of the annual general meetings at which elections are held.
- b. The Chairman, Vice Chairman and Directors shall be elected by members of the Society at a scheduled annual general meeting.
- c. A member shall not hold office of Chairman or Vice Chairman for two consecutive terms of office.
- d. Directors may remain in office for consecutive terms.

## **Bylaw III**

### **CLASSES OF MEMBERSHIP**

On payment of the appropriate fee, set by the Board for each class of membership, membership and voting privileges in the Society shall be available in the following classes: a. Household Membership

- b. Student Membership
- c. Honorary Membership
- d. Complimentary Membership

## **Bylaw IV**

### **MEETINGS**

- a. There shall be an Annual General Meeting in October or November. The Board shall decide the place and date of this meeting. Fifty members shall constitute a quorum with a 65% approval required for passage. In the event that there are insufficient members present to form a quorum, the decisions of the Governing Committee will prevail. At least three weeks' notice of every Annual General Meeting shall be given by providing notice of the meeting to each member of the Society by mail or electronically with the means for contact provided to the Society.
- b. There may be other General Meetings scheduled involving the full membership if deemed necessary by the Board. Such meetings will also be required to meet the conditions as noted in a. and b.
- c. The Board shall meet at least once a year or as many times as deemed necessary.

## **Bylaw V**

### **COMMITTEES**

The Board may constitute as many committees as may be considered necessary. A representative of each committee shall report the activities of that committee to the Board when requested to do so by the Board.

## **Bylaw VI**

### **ACCOUNT REVIEWERS**

Up to two unpaid account reviewers or one qualified independent person shall be appointed by the Board. They shall not be members of the Board. The independent person will be paid a small stipend. They shall examine the books of the Society at the end of each fiscal year and shall issue a written report to Board. The examined financial statement shall be made available for all members of the Society.

## **Bylaw VII**

### **FISCAL AND OFFICIAL YEAR**

The fiscal year shall not correspond with the calendar year. The fiscal year shall be from July 1<sup>st</sup> of one year to the 30<sup>th</sup> June of the following year. The Annual General Meeting shall occur within five months of the end of each fiscal year.

## **Bylaw VIII**

### **POLICY AND PROCEDURES**

- a. The Board may establish Policy and Procedures for conducting the business of the Society provided these are not in conflict with the Constitution or the By-laws of the Society.
- b. The Board may approve of the addition or deletion of classes of membership not listed in Bylaw III.

## **Bylaw IX**

### **DUTIES OF CHAIRMAN, VICE CHAIRMAN and TREASURER**

- a. The Chairman shall preside at all meetings of the Society and of the Board, decide all questions of order, act as spokesperson for the Society and advance the interest of the Society. The Chairman shall be, ex-officio, a member of all committees.
- b. The Vice Chairman, in the absence of the Chairman, shall perform the powers and duties of the Chairman.
- c. The Treasurer shall receive and deposit all monies and disburse the funds and supervise the financial affairs of the Society in accordance with the provisions of this constitution and approve expenditures as directed by resolution of the Board. The Treasurer shall maintain records, and account annually, or as often as required by the Board, with the annual financial statements being duly examined. The treasurer shall liaise with each of the committee chairs with respect to budgetary matters. The treasurer will notify the governing committee regarding cash flow and any other budgetary concerns.

## **Bylaw X**

### **NOMINATIONS AND ELECTIONS**

- a. At least three months prior to the Annual General Meeting, the Chairman shall appoint a Nominating Committee consisting of three members which shall include the past Chairman. The Nominating Committee's report shall be presented to the members at the Annual General Meeting. All Nominees' names and addresses shall be distributed to the members along with the Agenda of the Annual General Meeting.
- b. The Nominating Committee shall recruit candidates for all elected offices. Nominations for elected offices and suggestions for appointed office may be mailed to the Nominating Committee prior to the Annual General Meeting, or may come from the floor at the Annual General Meeting.
- c. All nominees shall signify in writing their willingness to run for office. Voting shall take place at the Annual General Meeting.
- d. The Chairman of the Nominating Committee shall conduct the voting procedures, assuming they are not standing for office, at the Annual General Meeting and announce the results of the vote at

the Annual General Meeting. In the event that a quorum, consisting of fully paid-up Society members, is not present then the decisions of the Governing Committee will prevail.

e. Should a vacancy occur among the elected positions, the Board shall be empowered to appoint a member to that position for the balance of the term of office.

### **Bylaw XI**

#### **MINUTES**

A summary of the Minutes of the Annual General Meeting shall be made available to all members.

### **Bylaw XII**

#### **FINANCES**

The Treasurer shall be empowered to maintain a bank account in the name of the Society, to deposit all funds therein and to issue cheques for payment of all accounts arising from activities approved by the Board. This account should have up to five designated signing officers, namely the Treasurer, Chairman, Vice Chairman, Immediate Past Chairman or one other Director with two signatures necessary to sign a cheque.

### **Bylaw XIII**

#### **CHANGES IN THE BYLAWS**

Bylaws may be repealed, amended or added to by an affirmative vote of 2/3rds of the members at an Annual General Meeting. Notice of any proposed changes must be circulated to all members at least three weeks before the meeting

**Finalized and Approved by Board of Directors of ORG&HPS October 6, 2008**

**By-law III Amended Nov 12, 2017**

**By-law XII Amended Nov 12, 2023**

**By-law IX C Amended Nov 10, 2024**