


T.K. SPARKS

BYLAWS OF THE VICTORIA HORTICULTURAL SOCIETY

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws:

“**Act**” means the Societies Act of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time; and

“**Society**” means the Victoria Horticultural Society.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

2.1 Application for membership

Anyone may apply for membership of the Society. On payment of the requisite dues, the person becomes a member and is entitled to vote at meetings.

2.2 Forms of membership

The following forms of membership are recognized:

- a) **Regular Members** are persons paying the annual dues of the Society and who will enjoy all the privileges of membership in the Society.
- b) **Family Members** are persons residing with a regular or life member of the Society and will enjoy all privileges of membership in the Society. A regular member will specify their family members when applying for or renewing their membership. Mailings (if any) will be limited to one per family. There will be no dues for family members.
- c) **Life Members** are persons who have made an outstanding contribution to the Society or to horticulture in general and who have been elected to life membership by a majority of the members present at any regular or annual meeting, and who will enjoy all privileges of membership in the Society without the liability for any fees. The number of life memberships will be limited to two percent of the regular memberships. Life memberships shall not be revoked due to reduced regular memberships.
- d) **Honorary Members** are persons whom the Society wishes to compliment and who have been elected by a majority of the members present at any regular or annual meeting. An honorary member may attend all meetings of the Society and will not be liable for any fees, but unless they have been a regular or a family member when elected to honorary membership, they do not have the right to make motions or to vote on motions, nor are they eligible for election as a director of the Society. Honorary memberships will be for one year and may be renewed annually by the Board.

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2.3 Duties of members

Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.4 Amount of membership dues

- a) The amount of membership dues, if any, must be determined by the Board.
- b) For the purposes of membership term, the membership year commences on the day on which their membership card is issued.

2.5 Member not in good standing

- a) A member is not in good standing if the member fails to pay the member's dues, if any, and the member is not in good standing for so long as those dues remain unpaid.
- b) A voting member who is not in good standing may not vote at a general meeting and is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.6 Termination of membership if member not in good standing

A person's membership in the Society is terminated as of the expiry date shown on their membership card.

PART 3 – GENERAL MEETINGS OF MEMBERS

3.1 Meetings

- a) A general meeting will be held at the time and place the Board determines, generally ten times per year including the annual general meeting.
- b) Notice of such meetings will be given in the Society's newsletter, and, where appropriate, through electronic means such as e-mail, the Society's web page and social media.
- c) The following is deemed to be ordinary business:
 - i. Consideration of any financial statements of the Society presented to the meeting;
 - ii. Consideration of the reports, if any, of the directors or auditor;
 - iii. Election or appointment of directors if necessary;
 - iv. Appointment of an auditor, if any;
 - v. Business arising out of a report of the directors not requiring the passing of a special resolution.
- d) A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.2 Chair of meetings

The following individual is entitled to preside as the chair of a general meeting:

- a) The president;
- b) The vice-president, if the president is unable to preside as the chair;
- c) One of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair;
- d) Any member previously appointed by the Board.

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3.3 Business at a general meeting

- a) Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- b) The quorum for the transaction of business at a general meeting is 10 percent of the voting members.
- c) If a quorum is not present, the business part of a meeting stands adjourned to a day and time selected by the Board. If, at that subsequent meeting, a quorum as described in subsection (b) is not present, the eligible voters present constitute a quorum.
- d) In the absence of the secretary from a meeting, the chair must appoint another individual to act as secretary at the meeting.
- e) To conduct formal (minuted) business at a general meeting, the chair must:
 - i. Determine that there is a quorum;
 - ii. Approve the agenda;
 - iii. Deal with unfinished business from the last general meeting;
 - iv. In addition to the above, if the meeting is an annual general meeting:
 - Receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
 - Receive any other reports of directors' activities and decisions since the previous annual general meeting;
 - Elect or appoint directors;
 - Appoint an auditor, if any;
 - v. Deal with new business, including any matters about which notice has been given to the members in the notice of meeting.
- f) A program of horticultural interest will normally follow the conclusion of the business meeting.

3.4 Voting

- a) At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before such a vote, 20 or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- b) The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- c) Voting by proxy is not permitted.

PART 4 – DIRECTORS

4.1 Number of directors

The Society must have no fewer than three and no more than twelve directors.

4.2 Election of directors

At each annual general meeting, the voting members must nominate and elect a president, secretary and treasurer as well as other directors to the Board. A vice-president may be nominated and elected to the Board.

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4.3 Filling Board vacancies

- a) The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board because of the resignation, death or incapacity of a director during the director's term of office.
- b) A director appointed by the Board to fill a vacancy remains in that position until the next annual general meeting.
- c) If there are vacancies on the Board after the conclusion of the annual general meeting, the Board may propose additional members at any subsequent general meeting and, if approved by the membership, will hold office until the next annual general meeting.

PART 5 – DIRECTORS' MEETINGS

5.1 Calling directors' meeting

- a) A directors' meeting may be called by the president or by any two other directors.
- b) At least two days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.
- c) The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.2 Conduct of directors' meetings

- a) The directors may regulate their Board meetings and proceedings as they think fit.
- b) The quorum for the transaction of business at a Board meeting is a majority of the directors.
- c) In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

5.3 Absence from meetings

A director who is absent from three consecutive Board meetings is deemed to have resigned from the Board unless the Board accepts the excuse(s) offered by the absent director.

PART 6 – BOARD POSITIONS

6.1 Election or appointment to Board positions

- a) All members in good standing are eligible to stand for election to the Board.
- b) Directors must be elected to the positions of president, secretary and treasurer as well as other directors to the Board. The president may not hold any other position. Directors other than the president may hold more than one position. Such directors will serve until the next annual general meeting.
- c) If no vice-president is elected at an annual general meeting, any other director (other than the president) may later elect to take on that role or any member may be appointed to the position by resolution of the Board.
- d) Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large. Such elections and appointments are until the next annual general meeting.
- e) Only members who have previously served on the Board are eligible to stand for president.
- f) In the event of the death, incapacity or resignation of both the president and the vice-president, the Board will appoint a director to act as president. This acting president will cause an election for the offices of president and vice-president to be held at a regular

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meeting within two months of their appointment. The members elected as president or vice-president at a regular meeting will hold office until the next annual general meeting.

- g) In the event of either the death or the resignation of either the secretary or the treasurer, or when in the opinion of the Board either is unable to discharge their duties efficiently for any reason, the Board will appoint a member of the Society to act in that capacity and will cause an election for the said office to be held at a regular meeting within two months of the appointment of such member. A member elected as either secretary or treasurer at a regular meeting will hold office until the next annual general meeting.

6.2 Roles of Directors

- a) The **president** is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.
- b) The **vice-president** is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.
- c) The **secretary** is responsible for doing, or making the necessary arrangements for, the following:
- i. Issuing notices of general meetings and directors' meetings;
 - ii. Taking minutes of general meetings and directors' meetings;
 - iii. Keeping the records of the Society in accordance with the Act;
 - iv. Conducting the correspondence of the Board;
 - v. Filing the annual report of the Society and making any other filings with the registrar as required by the Act.
- d) The **treasurer** is responsible for doing, or making the necessary arrangements for, the following:
- i. Receiving and banking monies collected from the members or other sources;
 - ii. Keeping accounting records in respect of the Society's financial transactions;
 - iii. Preparing the Society's financial statements including those of sub-groups;
 - iv. Submitting the Society's filings respecting taxes.

PART 7 – FINANCES

7.1 Budget

- a) The fiscal year of the Society will be from October 1st each year to September 30th of the following year.
- b) The Board will annually prepare a budget for the subsequent year. This budget will be voted on not later than the general meeting in October. The budget will be made available to members at least two weeks in advance of the general meeting.
- c) The Board may approve expenditures in addition to those approved in the budget. However, any such expenditure in excess of \$2,000 must be approved by the membership at a general meeting.

7.2 Signing authority

- a) The Board will establish banking accounts as necessary to conduct the Society's business. Signing authority for such accounts will require two signatures. The Board will appoint three signing officers from Board members. These will normally be, but are not necessarily restricted to, the treasurer, the president and the vice-president.
- b) A contract or other record to be signed by the Society must be signed on behalf of the Society:
- i. By the president, together with one other director;

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- ii. If the president is unable to provide a signature, by the vice-president together with one other director;
- iii. If the president and vice-president are both unable to provide signatures, by any two other directors;
- iv. In any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

7.3 Financial review

At the end of the fiscal year and prior to the annual general meeting, the Society's financial accounts will be reviewed by two persons appointed by the Board, at least one of whom will be a member of the Society. The treasurer cannot be part of the review team but will provide all records requested by the reviewers and be available to answer questions. The reviewers will report any problems to the Board.

PART 8 – COMMUNICATION

8.1 Electronic

- a) Communication from the Board to the membership will normally be by electronic means.
- b) Electronic means may include, but not necessarily be limited to, the Society's newsletter, e-mail, the Society's web page and social media.

8.2 Non-electronic

- a) Communication to the membership may be given verbally at general meetings.
- b) Minutes and financial statements accepted by the Board will normally be posted on the bulletin boards at all general meetings.
- c) Members wishing to receive hard copies of any documents circulated by electronic means may ask the secretary to have hard copies made available to them. Requests for each document must be in writing and be specific as to the document requested. Blanket requests are not allowed.

8.3 Special resolutions

Members may request the Board introduce a special resolution provided that a minimum of five percent of members sign the proposal. This special resolution must be received by the secretary at least seven days before the Board meeting and will be introduced at a following general meeting. As per the Act, the special resolution must be passed at a meeting by a minimum of 67 percent of voting members present.

8.4 Access to the Society's records

The Society's records are available to members including but not necessarily limited to minutes of Board meetings, meeting minutes, accounting records and financial statements. Membership records are excluded from member's accessibility.

PART 9 – SPECIALIST SUB-GROUPS

9.1 Formation

- a) The formation of a specialist sub-group may be authorized by the Board on the application of any ten members.

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- b) While sub-groups may be managed independently of the Board, the operation of sub-groups will be subject to oversight by the Board. The Bylaws of the Society take precedence in any disputes related to the operation of a sub-group. All members of sub-groups must be members in good standing of the Society, and agree to uphold the principles of the Society.
- c) A sub-group must elect a chair to act as liaison with the Board of the Society. That chair (or a designate thereof) must attend directors' meetings.

9.2 Operation

- a) The members of a sub-group will pay, in addition to their annual membership fees to the Society, an amount sufficient to enable the regularly recurring expenses of the sub-group to be met by the sub-group, in any year for which other arrangements have not been made with the Board.
- b) A copy of the membership list and financial statements for each sub-group must be forwarded to the Board within two months of the end of the financial year. Sub-groups will have the same financial year as the Society.
- c) The Board may provide money from the Society's funds for the use of a sub-group when it considers that to be in the best interests of the Society. A formal receipt will be provided to the Society's treasurer within one month of the receipt of any such monies. Such monies may be provided in the form of a gift or a loan. Any loan(s) must be repaid to the Society upon 30 days' written notice. In the event that a sub-group separates from the Society, any loan(s) must be repaid to the Society as outlined in Appendix A ("Process for a Sub-Group (SG) to Leave the VHS").
- d) Property and funds belonging to a sub-group ("assets") will remain at the disposal of the sub-group save that, in the event that a sub-group ceases its activities as a sub-group of the VHS, but does not leave the Society under the terms of paragraph (e), below, the Board will cause the funds and property of the sub-group to be kept for a period of one year or until the sub-group is reformed, whichever is the lesser period. Should the sub-group not be reformed within one year, its property and funds will be disposed of by the Board in the best interests of the Society.
- e) Members of a sub-group may vote to leave the Society under the process detailed in Appendix A ("Process for a Sub-Group (SG) to Leave the VHS").

PART 10 – DISSOLUTION OF THE SOCIETY

10.1 General

If the Board decides for any reason that the Society should be dissolved, it will prepare a proposal to the membership as to the disposal of the assets of the Society. These will conform to the requirements of the Act and should be consistent with the objectives of the Society.

10.2 Approval of members

The Board will duly advertise the proposal for disposal of assets and, at a duly constituted general meeting of the Society, will seek the approval of the membership by the majority of those present for the dissolution of the Society and the disposal of its assets.

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PART 11 - AMENDMENT OF BYLAWS

11.1 Amendment

Prior to amending the Society's Bylaws, notice of any amendments proposed will be communicated to the membership at least two weeks before any meeting to enact the changes. These Bylaws may be amended by a two-thirds majority of members attending a duly constituted general meeting of the Society.

-----END OF BYLAWS-----

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Appendix A

Process for a Sub-Group (SG) to Leave the VHS

Stage 1: Move to Separate

A group of at least 10 sub-group (SG) members who wish to separate from the VHS is required in order to trigger an internal discussion regarding separation. Such a group must give official notice, in writing, to the chair of the SG of their desire.

The chair of the SG (or their designate), together with representatives from the de facto Board of the SG (if there is one), and the group who wish to separate will be responsible for carrying out the process detailed herein.

Stage 2: Communication of Pros/Cons of Proposal to SG Membership

Prior to any vote, a balanced summary of the pros and cons of separation must be provided to SG members. This document will be prepared by the group identified in paragraph 2 of Stage 1, above. The VHS Board must have the opportunity to review this document and to institute changes, if deemed necessary, before distribution to the SG members.

Members of the SG must have the opportunity to debate the merits of the proposed separation, if so desired. The chair of the SG (or their designate) will be responsible for managing such discussions.

Stage 3: The Voting Process

The vote must be conducted by secret ballot of the entire eligible membership. Only those who have been members of the SG for at least six months immediately prior to the official notice in writing to the chair or designate of the SG of the desire to secede are eligible to vote.

Stage 4: Outcome of the Vote

Separation from the VHS requires the support of a two-thirds majority of the entire SG membership (not just of those who participated in the vote). The chair of the SG will record the decision of the membership and inform the VHS Board, in writing, of the outcome of the vote.

Stage 5: Incorporation of the new group

Within six months of the date of a successful vote to separate, the new group must be legally incorporated under the BC Societies Act. Failure to do so will render the vote null.

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Stage 6: Financial assets

Any monies loaned to the SG by the VHS must be repaid in full prior to separation unless waived, in writing, by the VHS Board and in accordance with bylaw 7.1c.

The new group will be responsible for all existing financial commitments entered into by the SG.

After outstanding liabilities of the SG have been settled, 75 percent of any remaining monies attributed to the SG will be transferred to the new group. The VHS will have the right to retain 25 percent in recognition of historical support of the SG and services rendered in-kind. No assets will be transferred until the new group has been properly incorporated as per Stage 5.

Stage 7: Non-financial assets

The fate of any non-financial assets (including, but not limited to, equipment, intellectual property and goodwill) will be decided in consultation with the VHS, which is recognized as the default owner of such assets. No assets will be transferred until the new group has been properly incorporated as per Stage 5.

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