

BYLAWS
REGINA HORTICULTURAL SOCIETY INC.

1. ORGANIZATION

- 1.1. The name of the organization, as registered pursuant to "*The Non-profit Corporations Act, 1995*" of Saskatchewan, is "**REGINA HORTICULTURAL SOCIETY INC.**", hereinafter referred to as RHS.

2. AIMS AND OBJECTIVES

- 2.1. **The Mission** of the RHS is to encourage gardening for the enhancement of the environment and the quality of life of its members and the general public.
- 2.2. **The Mandate** of the RHS is to educate its members and the general public about horticulture, and to promote and support gardening in Regina and the surrounding area.

3. FINANCES

- 3.1. The fiscal year of the RHS shall end on the 30th day of September in each year.
- 3.2. A financial report for the past year shall be approved at the Annual General Meeting (AGM) of the membership.
- 3.3. A budget shall be approved by the Board of Directors as early as possible in the new fiscal year.
- 3.4. Authorized expenditures during the year shall be as approved by the budget. Any other financial commitments shall be pre-approved by the Board.

4. MEMBERSHIP

- 4.1 Membership in the RHS shall be available to individuals or families by payment of the applicable annual fees.
- 4.1.1. The Board may, from time to time, grant an honorary life membership with no fee.
- 4.2. Membership fees, as per Schedule A (attached), shall be reviewed periodically by the Board and shall be approved at an AGM by two-thirds of the votes cast.
- 4.3. Membership fees are non-refundable.
- 4.4. Membership fees are due at the beginning of the membership year.
- 4.5. The membership year shall end on the 31st day of December in each year. Fees received up to and including October 31 will constitute payment for membership valid to the end of the current calendar year. Fees received from November 1 to December 31 will constitute payment for membership valid to the end of the current calendar year plus the following calendar year.
- 4.6. A member will be deemed to have resigned if membership fees are not paid in a timely manner.

4.7. A member in Good Standing is one who pays their dues in a timely manner or who has been granted an honorary life membership, who supports the aims and objectives of the RHS, and who behaves and conducts himself / herself in a manner that is becoming to the RHS.

5. TERMINATION OF MEMBERSHIP

- 5.1. The Board of Directors may terminate a membership for just cause by two-thirds vote at a meeting of the Board. Just cause for such termination shall be violation of the RHS bylaws.
- 5.2. Where a membership is being terminated, the member shall be given notice of at least 30 days.
- 5.3. Where a membership has been terminated, the individual may not reapply for membership.

6. MEETINGS OF THE MEMBERSHIP

- 6.1. The AGM shall be held once a year in the quarter following the end of the fiscal year, that is from the 1st of October to the 31st of December in any year.
- 6.2. Additional special meetings of the membership may be called from time to time.
- 6.3. Notice of the time and place of a meeting of the membership shall be sent, not more than 50 days nor less than 15 days before the meeting.
- 6.4. Quorum for meetings of the membership shall be 10 percent of the members, but in no case shall be less than the number of Directors plus one.
- 6.5. Each member in Good Standing, who is at least 16 years of age, is entitled to one vote. With a family membership, up to two persons are entitled to vote.
- 6.6. Members must be present, in person, in order to vote. Proxy voting is not permitted.
- 6.7. Most questions will be decided by a simple majority of votes cast at the meeting, except where the bylaws require a larger majority.
- 6.8. Voting shall be by show of hands except where a member in attendance specifically requests a vote by ballot.
- 6.9. "Roberts Rules of Order" will be the Parliamentary Authority for all meetings of the RHS membership and the Board of Directors.

7. GOVERNING BODY OF THE RHS

- 7.1. The Board of Directors is the governing body of the RHS and shall exercise and discharge the duties and responsibilities of the RHS in a manner that is consistent with the aims and objectives.
- 7.2. The Board of Directors may strike standing or special committees, organize events, and initiate other activities to discharge its duties and fulfil the aims and objectives of the RHS.
- 7.3. The Board of Directors may assign specific tasks to members in order to fulfill its duties. These

assignments may be of a short-term or long-term nature, but the persons assigned these duties do not have voting privileges on the Board.

- 7.4. The Board of Directors will develop and maintain policies & procedures to further the aims and objectives of the RHS as determined by the bylaws. These policies & procedures shall be available to members on request.
- 7.5. The Board of Directors shall consist of a minimum of number of seven members and a maximum of fifteen members, including Executive positions, all of whom shall be at least 18 years of age and RHS members in good standing.
- 7.6. An elected Board member's term of office shall be two years. An elected Board member may hold two consecutive terms in the same position.
- 7.7. Elected Board of Directors positions shall include the Executive (President, Vice President, Secretary, Treasurer) and other positions that the Board designates as necessary to carry out the aims and objectives.
- 7.8. The Past President shall be a member of the Board of Directors, with the same rights and privileges as elected Board positions. The Past President shall be the chair of the Nominating Committee. If no Past President is on the current Board, then the Board may appoint a chair.
- 7.9. The Board of Directors may appoint up to two persons from among the RHS members in good standing to serve as special advisors to the Board.
 - 7.9.1. These appointments to the Board will be made on an annual basis, for one-year terms renewable for up to four consecutive years at the discretion of the Board. Such positions shall have the same rights and privileges as elected Board positions.
- 7.10. The Board of Directors may appoint Directors to fill any vacancies in elected positions until the next election of officers at the AGM, with the same rights and privileges as elected Board positions.
- 7.11. The Board of Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his / her position.
 - 7.11.1. Directors may receive honoraria in the same circumstances as would be available to any RHS member.
 - 7.11.2. Directors may be reimbursed for reasonable expenses incurred by them in the normal course of their duties.

8. ELECTION OF BOARD MEMBERS

- 8.1. Election of Board Members shall be at the AGM, decided by a majority of the votes cast.
- 8.2. Nominations for elected positions may be sought prior to the AGM and in all cases shall be called for at the AGM.
- 8.3. Nominations may be made by any member who is eligible to vote.

9. **REMOVAL OF A BOARD MEMBER**

9.1. A Board member may be removed from the Board of Directors for just cause, by two-thirds vote at a meeting of the Board

10. **MEETINGS OF THE BOARD OF DIRECTORS**

10.1. The Board of Directors shall meet not less than eight times during the year, and may meet more frequently as required to fulfil the aims and objectives.

10.1.1. Quorum for Board meetings shall be a majority of Board members. Proxy representation is not permitted.

10.1.2. Attendance at Board meetings via electronic means is permitted and such Board member will be counted as being present for quorum and voting purposes.

10.1.3. Questions will be decided by a majority of votes cast, except where the bylaws require a larger majority.

10.2. Minutes of Board meetings shall be available to members on request.

10.3. The Chair for meetings of the Board and the membership shall be the President. In the absence of the President, the Vice-President or another Board member shall chair the meetings. At a meeting where the performance of the President is in question, the Chair will be the Vice-President or another Board member as determined by the Board of Directors.

11. **AUDITOR / REVIEWER**

11.1. At each AGM, the members shall appoint an auditor to hold office until the close of the next annual meeting. Subject to the terms of the "*The Non-profit Corporations Act, 1995*", and determined by the organization's revenue, the requirement to appoint an auditor may be satisfied by a decision to:

11.1.1. Appoint an auditor to hold office until the close of the next annual meeting; or

11.1.2. Appoint a person who meets the qualifications prescribed in the regulations under the Act to conduct a review of the financial statements of the RHS; or

11.1.3. Resolve not to appoint an auditor or a person to conduct a review of the financial statements.

11.2. A resolution pursuant to section 11.1.3 must be passed by 80 percent of the votes cast.

11.3. A resolution pursuant to section 11.1.3 is valid only until the next AGM.

12. **BYLAW AMENDMENTS**

- 12.1. Notice of proposed amendments to the RHS bylaws must be provided to the Board of Directors at least 90 days prior to the AGM or other meeting of the membership.
- 12.2. The Board may by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the RHS.
- 12.3. The Board shall submit a bylaw, an amendment, or repeal of a bylaw to the next general meeting of the membership. The Board must provide the membership with notice of proposed bylaw amendments at least 30 days prior to the meeting of the membership.
- 12.4. The members may by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal of a bylaw. Decisions on bylaws shall be by two-thirds of the votes cast.
- 12.5. The bylaw, or amendment or repeal of a bylaw, is effective from the day of the resolution of the Board of Directors until it is confirmed, confirmed as amended, or rejected by the members.
- 12.6. If a bylaw, or any amendment or repeal of a bylaw, is rejected by the regular members or is not submitted to the next meeting of members, the bylaw or amendment or repeal thereof, ceases to be effective and no subsequent bylaw or amendment or repeal, having substantially the same purpose or effect, shall be effective until confirmed or confirmed as amended by the members.

13. INDEMNIFICATION

- 13.1. Directors and officers of the RHS shall be indemnified and saved harmless against all costs relating to any action or legal proceeding that arises from the execution of their duties of office. This does not apply to legal action that results from Directors' or officers' own wilful neglect or default.

14. DISSOLUTION OF THE RHS

- 14.1. In the event of dissolution of the RHS, any remaining assets, after payment of all liabilities, will be donated to one or more registered charities.

Dated & Adopted _____ day of _____ 2018.

Secretary _____ President _____