

# **West Kildonan Horticultural Society**

## **Constitution and By-Laws**

Inquiries and searches for any previous documents stating by-laws or a constitution applying to the West Kildonan Horticultural Society resulted in none being found. Nevertheless, this document supersedes any previous by-laws or constitution that may exist and takes effect by a majority vote of the general membership of West Kildonan Horticultural Society at the Annual General Meeting, November , 2018.

### **Article 1---Name**

The organization shall be known as the West Kildonan Horticultural Society and hereinafter shall be referred to as WKHS.

### **Article 2---Mission Statement**

WKHS will strive to promote and preserve interest, participation, and pleasure in horticultural activities for all persons within our community and beyond.

### **Article 3---Affiliation**

WKHS shall adopt the policies of the Manitoba Horticultural Association (MHA) as adopted Jan. 13, 1932 with subsequent amendments so far as they apply to WKHS. In conformity with these policies WKHS shall:

- a. Pay annual MHA membership fees before March 1 of each year.
- b. Submit an annual year-end report to MHA.
- c. Sponsor at least one delegate to the annual MHA Convention. The delegate(s) may be chosen from the Board of Directors or from WKHS membership. They will agree to attend the MHA Annual Convention, to cover any of their expenses which exceed the agreed and Board of Directors-approved allowance provided by WKHS, and to present a report to the membership at a regular general meeting.

### **Article 4---Goals and Objectives**

WKHS shall encourage interest and participation in horticultural activities by:

- a. Holding six to eight general meetings per year with programs to inform the members and generate interest in topics connected with the theory and practice of horticulture.
- b. Sponsoring or participating in the development and maintenance of public and private grounds, community gardens and green space by planting trees, shrubs, ornamental plants and food crops to promote the beautification, utilization and conservation of such properties.
- c. Promoting the interest and participation in horticultural activities by sponsoring workshops, contests, mentoring and opportunities to participate in WKHS events.

- d. Holding exhibitions to promote interest in the growing of ornamental plants, food crops and herbs, including indigenous species, and in related arts.
- e. Promoting and distributing seeds, bulbs and plants to create interest in community gardening and to promote plant diversity.
- f. Co-operating and sharing information with other societies, clubs and organizations to promote interest in and development of horticultural activities in the community.
- g. Providing horticultural expertise and advice to community groups upon request.

### **Article 5---Membership**

WKHS shall have the following categories of membership:

- a. Regular member (voting unless under legal age): Persons who have paid the annual membership fee.
- b. Organizational member (voting; one per organization) Delegates whose annual membership fee has been paid by another horticultural or community group.
- c. Lifetime member (voting): Persons who have made significant contributions to WKHS and have been awarded free lifetime membership by the Board of Directors.
- d. Membership year is from January to the following January of the next year.
- e. Any member who has not paid membership dues by May 31<sup>st</sup> will be dropped from the membership list.
- f. Membership cost is the same for one member or for a family.
- g. Guests at an individual meeting will be charged a fee, approximately one half of annual membership cost.

### **Article 6---Statement of Privacy**

Personal information collected by WKHS on members: a.) shall be for the use of WKHS in order to inform members about, or request their participation in, society events and b.) Shall not be shared with any other persons or organizations without approval or permission of the member. Board of Director or Committee members having access to this information shall commit themselves to striving in every way possible to preserve its confidentiality. Sharing of information will be in accordance with guidelines as set out by FIPPA (Freedom of information and privacy act). Photographs taken of WKHS will be shared only within club activities, and without names unless prior permission has been given. Acknowledgment of membership lists, emails and photograph usage will be displayed at membership enrolment. Members who do not wish any sharing of personal information, (photo, email, etc.) must do so in writing to executive. Personal information will not be shared or given outside of WKHS.

Email addresses will not be given out, sold or distributed in any fashion without the permission of individual members.

WKHS members who are on the email list are expected to ensure their computers and email accounts are appropriately protected. If a members receives spam from the WKHS email account they are expected to advise the executive immediately to ensure appropriate measures can be undertaken. If an individual member has received spam

they should also advise the executive so their email account can be temporarily removed from the list until the problem has been addressed.

WKHS cannot be signed up for any online service without the approval of the board of directors.

### **Article 7---Board of Directors**

WKHS shall be governed by an elected Board of Directors consisting of Executive:

- a. President, Vice-President, Past President and/or Past-Secretary (if applicable), Treasurer, and Secretary or Secretaries;
- b. Chairs and Co-chairs of standing committees; Directors at Large and Lifetime Members who choose to serve on the Board of Directors.
- c. The Board of Directors will be elected in accordance with Article 11 (elections) at the Annual General Meeting.

The Secretary or Secretaries and the Treasurer shall be appointed by the Board of Directors. Board of Directors terms will be for two years unless otherwise stated. After two years, the officer or director may run again, but must be re-nominated and stand for re-election.

- d. All positions are unpaid except for those of Secretaries and Treasurer, who may be paid an annual honorarium.

### **Officers and Duties:**

President Term: two years; votes only to break tie.

- a. Presides at all Board of Directors' and general meetings
- b. Sets meetings dates and agendas with the assistance of the recording secretary.
- c. Acts as a voice for the organization
- d. Oversees the activities and serves ex-officio on all committees.
- e. Strives for clear and appropriate communication within WKHS regarding its programs, activities and finances.
- f. Submits a summary at the AGM

Vice-President Term: two years; voting.

- a. Assumes the duties and responsibilities of the President in his/her absence.
- b. Acts as head of the Special Events and Fundraising Committee.
- c. Duties as assigned.
- d. Submits a summary at the AGM

Past President or Past Secretary Term: two year; voting

- a. Provides transitional leadership when a new president or secretary assumes that position.

Treasurer Term: two years; non-voting; appointed by the Board of Directors. Position may be renewed or terminated by either the Board of Directors or the incumbent with ample notice for a smooth transition and be paid an annual honorarium.

- a. Assumes charge of all monies and securities of WKHS, keeping all funds in a financial institution designated by the Board of Directors, ensuring that all information is current and appropriate to indicate ownership of funds and designated signing authority.
- b. Receives all monies owed to WKHS and makes prompt payment of all expenses incurred by WKHS.
- c. Prepares an annual budget for approval by the Board of Directors at their first meeting of the fiscal year.
- d. Maintains an up-to-date account including receipts and bills.
- e. Balances accounts monthly and provides a written report at each Board of Directors' meeting.
- f. Arranges for an annual audit by a qualified person and presents a report of the yearly receipts and expenditures as well as assets to the membership of WKHS at the Annual General Meeting.
- g. Arranges for the rental of meeting facilities and ensures that rent is paid.
- h. Reconciles and delivers all records to the Board of Directors at the end of his/her term.
- i. Submits a summary at the AGM

Secretary Term: two years; appointed by the Board of Directors. Position may be renewed or terminated by the Board of Directors or the incumbent with ample notice for smooth transition. Each may be paid an annual honorarium to be divided if there are two persons sharing this position as Recording and Corresponding Secretaries.

#### Recording Secretary Voting

- a. Upon consultation with the President, prepares and distributes agendas for all Board of Directors' and general meetings at least one week prior to each meeting; two weeks prior to the Annual General Meeting.
- b. Records and distributes accurate minutes of all Board of Directors' and general meetings to the members of the Board of Directors.
- c. Ensures that copies of the agenda and minutes of the past general meeting are available for review by attending WKHS member at all general meetings.
- d. Keeps an accurate record of attendance at all Board of Directors' and general meetings.
- e. Keeps the records and documents of WKHS and periodically submits archival material including correspondence and past financial and membership records to the Manitoba Archives. Properly destroys outdated records not suitable for archiving.
- f. Maintains a record of expenses for printing, stationery and mailing and promptly submits appropriate receipts to the Treasurer for reimbursement.

#### Corresponding Secretary Voting

- a. Receives and replies to all correspondence that relates to the interests and activities of WKHS.
- b. Prepares documents necessary for grant and funding applications and assists the Treasurer in the submission of such documents.

- c. Prepares and submits an annual year-end report of the activities of WKHS to MHA.
- d. Acts as the liaison between WKHS and MHA and reports all items of interest to the Board of Directors and WKHS membership.
- e. Assists the Special Events and Fundraising Committee to plan and publicize WKHS events.
- f. Maintains a record of expenses for printing, stationery and mailing and promptly submits appropriate receipts to the Treasurer for reimbursement.

### **Lifetime Members**

Lifetime members shall have the privilege of attending Board of Directors' meetings if they make their wishes known to the Board of Directors. Up to two Lifetime members may vote at any one Board of Directors' meeting.

### **Standing Committees**

- a. Two year term, voted in at AGM.
- b. Standing Committees shall be headed by a Chair and a Co-chair. One or both shall regularly attend Board of Directors' meetings and present applicable progress reports.
- c. The Chair and Co-chair will both have two-year terms and voting privileges at Board of Directors' meetings. Committee Chairs may recruit members on an ad hoc basis to assist with the work of their committee. They may request help from Board Directors or from the general membership. Chairs of Standing Committees will present a year-end report at the Annual General Meeting.
- d. Director at large works with head of committee. Assigned duties are temporary to assist in projects. A director may be asked to fill a position if a position becomes vacant.

### **Membership and Phone Committee (email)**

- a. Receives application and payment from prospective members and issues membership cards.
- b. Maintains a confidential and up-to-date list of the membership of WKHS. This list may be made available to members of the Board of Directors and Phone Committee members for the sole purposes of informing and reminding members of events and activities of WKHS.
- c. Submits monies from membership fees to the Treasurer on a regular basis.
- d. Telephones WKHS members to remind them of upcoming meetings and events or to request volunteers for WKHS activities. Committee Chairs will recruit enough committee members to ensure reasonable sharing of this responsibility.
- e. Maintains a record of all expenses relating to printing, stationery and mailing and promptly submits receipts to the Treasurer for reimbursement.
- f. Submits a summary at the AGM

### Publicity and Public Relations Committee

- a. Arranges to advertise all WKHS general meetings and special events to the membership and general public by contacting print and electronic media in the area as well as publications and media that are of interest to the gardening community. Normally, these contacts should be free community services.
- b. Keeps an up-to-date record of these contacts.
- c. Assists the Special Events and Fundraising Committee with the preparation and distribution of posters and notices advertising events sponsored by WKHS.
- d. Records all expenses incurred for printing, stationery and mailing and promptly submits receipts to the Treasurer for reimbursement.
- e. Submits a summary at the AGM

### Special Events and Fundraising Committee

- a. The Chair and Co-chair shall recruit committee members on an ad hoc basis to plan and execute events and activities for the purpose of raising funds for WKHS as well as providing opportunities to educate and encourage the public in topics and projects concerning beautification, conservation and food production. These events may be in the form of plant and seed sales, information workshops, exhibitions, tours and/or competitions.
- b. Cooperates with the Vice President, Corresponding Secretary and the Publicity and Public Relations Committee to plan and advertise these events.
- c. Prior to planning the event, submits a budget to the Board of Directors for approval.
- d. Maintains an accurate record of expenses and promptly submits all receipts and expenditures to the Treasurer for payment or reimbursement.
- e. Submits a summary at the AGM.

### I.T. Support Committee

- a. Use of any technology to promote, advertise through brochure creation, webpage and posters to benefit the WKHS
- b. Maintains and updates website as needed, in accordance with all privacy and copyright restrictions and guidelines
- c. Is responsible for the renewal and online services (Yola, Gmail, Icangarden.com)
- d. Is responsible for passwords and communicating the need for all information to be protected by executive.
- e. Ensures copyright for content (photos, drawings, poems) on webpage submitted by members and WKHS

- f. Assists with technology for speakers (projector, mike, speaker system) when notified in advance. Responsible for storage of equipment when not in use.
- g. Maintains equipment and submits bill for annual expenses to run website, internet promptly to the treasurer for payment or reimbursement.
- h. Works with the Board of Directors and members to provide support in creation of material, presentations involving some aspect utilizing technology to deliver information.
- i. Submits a summary at AGM

#### Care and Friendship Committee

- a. Upon being notified of the death or serious illness of a WKHS member or their immediate family, sends an appropriate card or message on behalf of WKHS.
- b. Records all expenses incurred for printing, stationery and mailing and promptly submits receipts to the Treasurer for reimbursement.

#### Community Projects and Youth Programs Committee

- a. Upon approval of the Board of Directors, including proposed expenditures, undertakes to improve and maintain selected community gardens or green spaces within the catchment area of WKHS. This may take the form of planting and maintaining the garden or green space; donating plants, seeds or bulbs; monetary donations; or providing information and expertise.
- b. Encourages participation of children and youth in horticultural activities by providing opportunities for them to assist with planting projects, by sharing information and mentoring, and by creating opportunities to participate in exhibitions or competitions related to horticulture.
- c. Maintains an accurate record of expenses and promptly submits all receipts and expenditures to the Treasurer for payment or reimbursement.
- d. Submits a summary at the AGM

#### Hospitality Committee

Upon approval of the Board of Directors, an operating ‘Hospitality Fund’ will be allocated for each current fiscal year. This fund will be used to purchase refreshments, door prizes and necessary sundries. The Chair of this committee shall keep accurate records of purchases and expenses and present the record to the Treasurer by Oct. 31 of each year. Should the fund face a deficit, the matter shall be brought before the Board of Directors at the earliest possible meeting.

- a. Purchases and provides refreshments for WKHS members and guests at all general meetings. Donations will be accepted.
- b. Purchases or accepts donations of items suitable for door prizes at general meetings.
- c. Ensures that door prize tickets are distributed to all persons attending a general meeting and is responsible for the drawing and awarding of door prizes.
- d. Ensures that the meeting facility has been cleaned up and secured.

### **Article 8---Meetings**

For the purposes of conducting the business of the WKHS and achieving its goals and objectives, the following meetings will be held. All meetings shall be run in accordance with accepted rules of parliamentary procedure.

Annual General Meeting shall be held in the month of November.

- a. Notice of this meeting will be published in the annual WKHS program as well as announced at the September and October general Meetings.
- b. The agenda of this meeting will include the Election of the Board of Directors, annual reports from the Officers and Committee Chairs and the presentation of any awards and/or prizes.
- c. Passage of motions will require a quorum of one quarter (25%) of the registered members.

Monthly General Meetings. Six to eight general meetings shall be held each year.

- a. The agenda of these meetings will include a business portion to inform WKHS members of the operation, finances and upcoming events of WKHS.
- b. Passage of motions will require a quorum of one third (33%) of registered WKHS members.
- c. Any member or guest wishing to make a presentation should make prior arrangements with the President at least two weeks before the date of the meeting.
- d. The meeting may include a presentation by a guest speaker on topics of interest to the horticultural community, plant sales and exchanges as well as time for refreshments and the opportunity for members to meet and discuss topics of interest.

Board of Directors' Meetings The Board of Directors shall meet six to eight times annually.

- a. One month's notice must be given and notice circulated to all Board of Directors' members if a preset date of a meeting needs to be changed.
- b. Meetings will be hosted at the home of a Board member according to a pre-arranged schedule.
- c. The purpose of the meetings is to plan and discuss upcoming events, arrange for guest speakers and field trips, allocate and approve expenditures for operating costs as well as for the support of community projects.
- d. Passage of motions will require a quorum of a majority (51%) of voting Board of Directors' members.
- e. Any WKHS member who wishes to make a presentation to the Board of Directors must arrange with the President at least two weeks prior to a Board of Directors' meeting and specify the purpose of their presentation. This individual will not have voting privileges at the Board of Directors' meeting.

### **Article 9--- Fiscal Year**



The fiscal year of the WKHS shall be November 1 to October 31 of the following year.

#### **Article 10---Signing Authority**

After the Annual General Meeting, three Officers from the Board of Directors, one of whom shall be the current Treasurer, shall be appointed and registered at the designated financial institution as Signing Officers. Two signatures shall be required to make transactions on behalf of WKHS.

#### **Article 11---Elections**

Elections of Officers and Directors for the Board of Directors of WKHS shall take place annually at the Annual General Meeting to be held in the month of November.

- a. Since the term of office for most positions is **two years**, elections may be suspended for one year if there are no vacancies.
- b. After any officer or director has served his or her two-year term, the individual must be re-nominated in order to seek re-election.
- c. Board of Directors' members should make their intentions to stand for re-election known to the Board of Directors before the September general meeting so that a Nominating Committee can be struck to draw up a slate of nominees for the Annual General Meeting.

#### Nominating Committee

- a. At the September general Meeting a four-person committee, consisting of the Recording Secretary and three other members of WKHS shall be formed.
- b. One of the committee members will act as Nominations and Elections Officer at the Annual General Meeting.
- c. It will be the duty of this committee to approach WKHS members or past Directors and encourage them to seek office or re-election.
- d. The Nominating Committee shall draw up a Slate of Nominees to be presented to the membership at the Annual General Meeting.
- e. The Nominations and Elections Officer will take the floor at the Annual General Meeting and read the Slate of Nominees. The Officer will ask three times for any further nominations from the floor. If there are no further nominations, the Officer will proceed with the election of Directors and ask for a vote of acceptance on the slate presented.
- f. In the event of an unfilled position, the board is empowered to fill that position from the membership for the rest of term.

#### **Article 12---Changes to the Constitution or By-Laws**

Any WKHS member or group of members wishing to make changes to the adopted Constitution and By-Laws must present proposed amendments, revisions or revocations in writing to the Board of Directors before June 30<sup>th</sup> of the current year. The Board of Directors will take the proposal under advisement and present the proposed changes for a vote at the Annual General Meeting in November of that year.

#### **Article 13---Distribution of the Constitution and By-Laws**

A copy of the Constitution and By-Laws shall be kept by on file by the President, Secretary, Treasurer and Membership Committee Chair of WKHS. Copies may also be made available to members of the Board of Directors as well as regular members of WKHS upon request. A copy shall be placed on file with MHA and posted on WKHS website.

**Article 14---Dissolution**

In the event that the membership or finances of WKHS present circumstances that may indicate the organization is no longer viable, a Proposal for Dissolution may be presented by the Board of Directors to the general membership with at least three months' notice and voted upon. With approval of the general membership of WKHS, any assets belonging to WKHS at the time of Dissolution shall be donated to an appropriate non-profit horticultural organization.

Constitution drafted by committee members in May, 2018: Roswitha Nowak, Jim Tomko, Margo Petrow, Marie Profeta-Tokar, Trudy Cosme

Adopted November 18, 2008

Signed:

\_\_\_\_\_, President

\_\_\_\_\_, Secretary