

**Pointe-Claire Horticultural Society By-law number 100 establishing the
Society's Rules and Regulations and repealing the existing Pointe-Claire
Horticultural Constitution and By-Law**

January 2024

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Pointe-Claire Horticultural Society BYLAWS

1. Name

- 1.1. The society shall be known in English as Pointe-Claire Horticultural Society and in French as La société d'horticulture de Pointe-Claire and shall hereinafter be referred to as the Society.

2. Aims and Objectives

- 2.1. The Pointe-Claire Horticultural Society is a non-incorporated, non-profit association whose aim is to foster interest and educate people in all types of gardening.
- 2.2. The business of the Society will be carried out without purpose of gain for its members. All funds and resources will be used in achieving the Society's aims.

3. Membership

3.1. Regular Members

Membership shall be open to residents of the City of Pointe-Claire as well as residents of any other city.

- 3.1.1. Membership extends to family members residing at the same address.
- 3.1.2. The annual Membership period is from January 1 to December 31. This period corresponds to the Society's fiscal year.
- 3.1.3. Members must have paid their annual membership in order to maintain their member status.

3.2. Life Members

- 3.2.1. At its discretion, the Executive Committee may award Life Member status at no cost to any member in good standing in recognition of outstanding service.
- 3.2.2. Life Members have the same privileges as regular members.

3.3. Honorary Members

- 3.3.1. At its discretion, the Executive Committee may award an Honorary Membership

to any individual.

3.3.2. Honorary members do not have voting privileges.

3.4. **Member Resignation**

3.4.1. Notwithstanding section 3.1.2, regular members who do not renew their annual membership by June 30 of the following year are deemed to have resigned.

3.4.2. Membership fees are non refundable.

3.4.3. Membership is non transferable.

3.4.4. Executive Committee officers or directors who wish to resign from the Committee are required to inform the President in writing.

3.5. **Member Termination**

3.5.1. Any Regular, Life or Honorary member as well as any member of the Executive Committee can have their membership terminated by a simple majority vote of the Executive Committee for any action or comment deemed contrary to or incompatible with the goals of the Society or harmful to the activities or reputation of the Society or its members.

3.5.2. Prior to the vote, the concerned member must be provided with the opportunity to be heard according to the established principles of natural justice.

3.5.3. It is not required to detail the motives of the termination in the resolution to that effect.

4. **Membership Fees**

4.1. The annual membership fee and visitor fees are determined by the Executive Committee and communicated to the membership at the Annual General Meeting.

4.2. Non-members who attend any meeting shall be considered visitors.

4.2.1. Visitors who pay the membership fee during the same meeting where they paid a visitor fee are charged the membership fee minus the visitor fee.

4.3. Executive Committee members are required to pay the annual membership fee unless they are a Life Member.

4.4. Honorary Members are exempt from paying membership fees.

5. Executive Committee

Sub-section 1 Composition

- 5.1. The Executive Committee shall be composed of the following four (4) Officers: a President, a Vice-President, a Treasurer and a Secretary.
- 5.2. A minimum of five additional (5) directors must be appointed by the Executive Committee at the first meeting of the Executive Committee following the Annual General Meeting.
- 5.3. Collectively, the Officers and the Directors shall form the Executive Committee.
- 5.4. All members of the Executive Committee must have legal capacity.
- 5.5. Executive Committee members are not remunerated for their position. Expenses associated with their functions are reimbursed upon approval of the Treasurer.

Sub-section 2 Responsibilities

- 5.6. The Executive Committee is responsible for the day-to-day management of the Society's activities and funds.
- 5.7. The Executive Committee can appoint specific tasks to any members in good standing to assist them with the operations of the Society.
- 5.8. The Executive Committee can retain the paid services of members or non-members to assist them with the operations of the society.
- 5.9. The President shall:
 - 5.9.1. chair all meetings of the Executive Committee, general and special meetings of members, and sub-committee meetings as needed.
 - 5.9.2. give general direction to the Society.
- 5.10. The Vice-President shall:
 - 5.10.1. perform the duties of the President in his or her absence;
 - 5.10.2. perform whatever other duties are assigned by the President.
- 5.11. The Secretary shall:
 - 5.11.1. be responsible for the recording of all votes and minutes of all the proceedings of the Society;
 - 5.11.2. ensure that all notices are given in accordance with the provision of these bylaws;

- 5.11.3. retain all official correspondence and minutes for a minimum of five (5) years.
- 5.12. The Treasurer shall:
 - 5.12.1. oversee the deposit of all moneys received by the Society in a chartered bank or trust company, as designated by the Executive Committee;
 - 5.12.2. oversee the disbursement of funds under the direction of the Executive Committee and ensure that full and accurate accounts are kept of all receipts and expenditures;
 - 5.12.3. hold safe against loss any funds or securities of the Society;
 - 5.12.4. report regularly to the Executive Committee on the financial standing of the Society;
 - 5.12.5. annually prepare a draft budget for approval of the Executive Committee prior to the Annual General Meeting;
- 5.13. The Officers and Directors are jointly responsible for:
 - 5.13.1. the general administration of the Society;
 - 5.13.2. the authorization of unbudgeted expenditures over \$300;
 - 5.13.3. the assignment of Signing Officers
- 5.14. The Executive Committee must appoint a Nominating Committee at least three months before the end of their two-year mandate consisting of three (3) members, one of whom must be a member of the Executive.
- 5.15. No member of the Executive Committee can place themselves in a situation where they would be perceived to be directly or indirectly in a conflict of interest. Should the situation arise, the member in question must recuse himself from any such discussion or decision and abstain from any comments. A motion to this effect must be specified in the minutes of the meeting.

Sub-section 3 Elections and Appointments

- 5.16. The Executive Committee Officers are elected by the membership at the Annual General Meeting for a two-year mandate. The term of office shall commence at the conclusion of the Annual General Meeting at which the election occurs. No Officer shall sit for more than three (3) consecutive terms or six (6) consecutive years.

- 5.17. At the Annual General Meeting, the Nominating Committee must present a slate of four potential Officers for election by the membership. On the floor nominations are not permitted.
- 5.18. Should there be vacancies in certain positions, outgoing Officers will remain in position until the vacancies can be filled.
- 5.19. The Nominating Committee must present a list of at least five (5) potential candidates for the Director positions for consideration by the elected Officers at the first Executive Committee meeting following the Annual General Meeting.
- 5.20. Directors are appointed by resolution of the Executive Committee for a two-year mandate.
- 5.21. No member can hold more than one Executive Committee Officer position at one time.
- 5.22. All Officers and Directors must be members in good standing of the Society.
- 5.23. The mandate of an Officer can only be terminated by a simple majority vote of the membership at a meeting convened to that effect.

Sub-section 4 Signing Officers

- 5.24. The Executive Committee will assign three (3) signing officers to represent the Society in its transactions with financial institutions.
- 5.25. The Executive Committee will assign two (2) signing officers to represent the Society in its transactions with the City of Pointe-Claire.

Sub-section 5 Meetings

- 5.26. The meetings of the Executive Committee will be convened by the President at least ten (10) days prior to the meeting.
- 5.27. The meetings of the Executive Committee shall be held at the dates, times and places which the Executive Committee shall determine.
- 5.28. The President shall chair the meetings of the Executive Committee.
- 5.29. The simple majority of the Executive Committee shall constitute a quorum.
- 5.30. Special meetings of the Executive Committee may be convened at any time by the President or at any written request of any three (3) members of the Executive Committee, seven (7) days prior to the proposed date of the special meeting.

6. Meetings of the Members

Sub-section 1 Annual General Meetings

- 6.1. The Annual General Meeting of the members of the Society shall be held on such a day as may be fixed by resolution of the Executive Committee, within ninety (90) days of the end of the fiscal year, upon the call of the President or Vice-President. Notice of the meeting shall be sent by e-mail to members at least fourteen (14) days prior to the Annual General Meeting.
- 6.2. Should the day or time of the Annual General Meeting need to be modified for any reason after the initial notice of the meeting, members must be advised of the new date and time by the same means.
- 6.3. Quorum at the Annual General Meeting shall consist of the members present at the opening of the meeting.
- 6.4. The following topics must be addressed at the Annual General Meeting :
 - 6.4.1. Presentation of the Activity Report of the Society
 - 6.4.2. Presentation of the Financial Reports of the Society
 - 6.4.3. Presentation of the Membership report
 - 6.4.4. Election of the Executive Committee Officers every two years
 - 6.4.5. Presentation of proposed by-law amendments.
 - 6.4.6. Any other business deemed relevant by the Executive Committee
- 6.5. Motions must be adopted by the simple majority of members present at the opening of the Annual General Meeting.

Sub-section 2 Special General Meeting

- 6.6. Special General Meetings may be convened at any time by the President or at the request of the absolute majority of the Executive Committee or upon the written request of any ten (10) members in good standing of the Society addressed to the Executive Committee.
- 6.7. Notice of such meeting shall be given to the members at least 48 hours prior to the meeting. A proposed agenda must be communicated with the invitation.
- 6.8. Quorum at the Special General Meeting shall consist of the members present at the opening of the Special General Meeting.

Sub-section 3 Monthly Meetings

- 6.9. Monthly meetings of the Society shall be held according to the schedule determined by the Executive Committee.
- 6.10. Meetings can be canceled or postponed by the Executive Committee in exceptional circumstances or if a particular situation requires it. Members must be informed as quickly as possible and a new date must be provided, if required.