



# **CENTRAL ONTARIO ORCHID SOCIETY CONSTITUTION**

## **ARTICLE 1 - NAME**

The Name of the Society shall be the Central Ontario Orchid Society. (Society)

## **ARTICLE 2 - PURPOSE**

The purpose of the Society shall be the promotion and encouragement of all aspects relating to the lawful culture, development and preservation of orchids.

## **ARTICLE 3 - MEMBERSHIP**

Membership in the Society shall be open to all persons, businesses or corporations actively interested in the objects of the Society, and who have paid their annual dues or assessments as herein prescribed.

## **ARTICLE 4 - GOVERNANCE**

The governing body of the Society shall be the Executive Committee (the Executive) and shall consist of the Past President, President, Vice-President, Treasurer, and Secretary. A Management Committee consisting of the Executive, Committee Chairs and those individuals holding portfolios of responsibility shall be collectively responsible for the operation of the Society in accordance with the Constitution and Bylaws.

## **ARTICLE 5 - AMENDMENTS**

The Articles of the Constitution may be amended by a vote in favour of 60% of members in good standing in attendance at any Annual, Regular or Special meeting, provided such proposed amendments have been sent to each member before the meeting at which they are to be considered.

The Bylaws may be amended by a vote in favour cast by a majority of voting members in attendance at any Regular, general or Special meeting, provided that such proposed

amendments have been sent to each member before the meeting at which they are to be considered.

## **ARTICLE 6 - DISSOLUTION**

At a lawfully constituted meeting of the Society called for the purpose of discussion dissolution of the organization, a vote by 90% of those present in favour of said motion, then after payment of all debts and liabilities accruing to the Society, and after a passage of not less than thirty days from the meeting, the remaining property of the Society shall be distributed or disposed to Educational, Scientific or other organizations whose objects are similar to the objects of the Society. The majority of members in good standing present at the meeting determining dissolution shall have the power to designate specific organizations to receive the said remaining property.

## **ARTICLE 7 - FISCAL YEAR**

The fiscal year shall be the membership year as set out in the Bylaws and amended as required on a timely basis.

## **ARTICLE 8 - NOT FOR PROFIT**

The society is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the society are to be used in promoting its objects.

# **BYLAWS**

## **By-law No. 1 - Banking**

The signing officers of the Society shall be as determined by the Executive Committee from time to time. Where a designation is required by one or more of the Society's financial institutions, the designation may be referred to as Bylaw No. 1 and the full text of such financial organization's documentation will be deemed to be included in these bylaws without such text necessarily being included in copies made available to or distributed to members.

## **Bylaw No. 2 - Definitions**

The following definitions shall apply to the content of the Constitution and Bylaws of the Central Ontario Orchid Society:

2.1 Society means the Central Ontario Orchid Society, and society means any orchid society.

2.2 In good standing means a member whose required dues payment is current.

2.3 A couple membership is one that includes two ordinary member adults who are spouses or spousal equivalents.

2.4 A hobbyist grower is one that cultivates orchids either for personal pleasure or for sale from his own premises or for sale at society meetings or any combination of those factors and who does not sell commercially.

2.5 Any reference to the masculine gender or singular form may be construed as appropriate or necessary as being either of the feminine gender, or the plural form or both.

### **Bylaw No. 3 - Membership**

3.1 Members who are in good standing by virtue of having paid their annual dues shall be entitled to one (1) vote on each question arising at a properly called meeting of the members.

#### 3.2 Categories of membership

The following shall comprise the categories of membership and the attendant voting privileges of membership.

##### 3.2a Voting Member

An ordinary member of the Society. Voting members may hold their membership singly, as part of a couple membership, or as the designated voting representative of a business or corporate membership.

##### 3.2b Business Member

A business qualifying for membership in this category is one that sells at the wholesale or public retail level one or more products that relates to orchid culture. Individuals who qualify for business membership must apply and pay the applicable dues for business members.

##### 3.2c Honoured Life Member

Honourary Life Membership may be conferred by majority vote of the Executive upon any individual member in any classification who has shown dedication to and support of the society. Honourary members do not pay dues, but may vote.

### 3.2d Honourary Member

By majority vote the Executive may confer upon an individual who has demonstrated service to orchid culture or to society and whom the Society wishes to honour through such form of membership. A Honourary Membership may be time limited and does not bestow voting privileges.

3.3 Each member, including each half of a couple memberships shall have one vote and no members shall have an additional vote save the chair of a meeting who shall have the casting vote in the case of a tie vote by the members present.

### 3.4 Termination of membership

A member shall cease to be a member upon the occurrence of any one of the following:

3.4a upon submission of a letter of resignation to the Secretary of the Society.

3.4b upon the member failing to pay to the Society any dues or any portion thereof, payable on the dates stipulated by the Executive Committee for making such payment.

3.4c upon the passing of a resolution by the Executive Committee following a fair and full hearing of complaint(s) against the member of conduct prejudicial to the interests of the Society, at which hearing the member at risk is entitled to be present.

## **Bylaw No. 4 - Member Dues and Finances of the Society**

4.1 Annual dues are payable by the members not later than the first day of the fiscal year and shall be such amount as shall be fixed by the Executive Committee from time to time.

4.2 The income of the Society from membership and ventures undertaken pursuant to its purpose shall be used for the settlement of lawful debts and obligations of the Society and for the furtherance of the Society. The Executive shall be responsible for approving each year a budget setting out anticipated revenue and expense and shall strive to ensure that the Society remains solvent and as possible, prospers. The Executive may reasonably use Society funds to recognize and thank volunteers for their service.

4.3 The Society may fulfill its obligation to members to advise them of the requirement to pay dues by

- a) means of a notice in the Society's bulletin or newsletter,
- b) through the mailing of a notice electronically where possible or by post to the member, or
- c) both.

Where a member has not paid his annual dues within 30 days of the end of the membership year, the member responsible for memberships shall notify the members of the dues payable by them and if such dues are not paid within sixty (60) days of the date due, the member shall be in default and shall cease to be eligible for member benefits until dues are paid. A member who leaves the membership for one or more membership years may rejoin as a new member.

## **Bylaw No.5 - Meetings**

### 5.1 Types of meetings

5.1 a) Regular meetings are those periodically held on a schedule published by the start of each membership year and at which routine business is transacted.

5.1b) General meetings are those which are called specifically for the purpose of transacting such business as may be set out in the notice of the general meeting. Subject to notice being given in advance as set out in the Bylaws, a general meeting may be held as part of or contiguously with a regular meeting. The Annual General Meeting is a General meeting for the purposes of this bylaw. Each Annual General Meeting shall be held not more than 15 months after the Annual general Meeting immediately preceding.

5.1c) Special meetings are those meetings called for discussion of a specific agenda item. A Special meeting may be called by the President, or by the Executive acting in lieu of the President as required. Where the Secretary is petitioned in writing by ten per cent or more of voting members to call a Special meeting for discussion and resolution of an issue set out in the petition, the Secretary shall forthwith advise the President who shall cause a notice of Special meeting to be sent to the membership. At Special meetings only that item of business specified in the Notice of meeting may properly be discussed and acted upon.

### 5.2 Quorum

The quorum for meetings of the Association shall be as follows:

5.2 a) For Executive meetings the quorum shall be a simple majority that must include at least one of the President or the Vice-president

5.2.b) For regular meetings no quorum is required.

5.2 c) For General and Special meetings the quorum shall be 25 per cent of voting members counting each half of a couple membership present as one person. Where a quorum is not attained for a General meeting, the meeting shall be rescheduled. Where a quorum is not reached for a Special meeting the meeting may be rescheduled at the discretion of the Executive.

### 5.3 Meetings, notice of and general provisions

5.3a) General and Special meetings shall be scheduled at a time and place that is reasonable for members to attend. The inability of one or more members to attend such a meeting for whatever reason shall not be in and of itself cause to disqualify the meeting or its proceedings.

5.3b) The following, where the date, time, place and agenda for the meeting have been included each shall be deemed adequate for the transmission.

5.3b.i) Publication in the Society's bulletin or newsletter or similar publication distributed to members not less than 21 days prior to the meeting.

5.3b.ii) Transmission by electronic or postal mail on or before of notice of General or Special meetings the seventh business day preceding the date of the meeting.

5.3b.iii) failure of one or more members to receive the notice of meeting sent to them shall in and of itself not be sufficient to disqualify a general or Special meeting or the decisions reached at any such meeting.

## **Bylaw No. 6 - Officers and Executive**

6.1 The term of office of the Executive members shall be from the start of the fiscal year for which they are elected or until their successors are elected whichever shall occur first. Each Executive member must be a voting member in good standing.

6.2 The Executive Committee shall have the power to administer the affairs of the Society in all things related to the running of the Society between general meetings of the Society.

6.3 The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, and the Past-president for the first year of the Presidency of his successor.

6.4 The President with the Treasurer and/or other officer(s) of the Executive shall be the signing authority for the Society in all matters relating to.

6.5 The duties and responsibilities of the Executive Committee members shall include but are not to be limited by the following:

6.5a) The President is the Chief Elected Officer of the Society and shall undertake duties and action as are necessarily incident to the office of President or as may be prescribed by the Executive Committee and shall preside over meetings of the Society membership and meetings of the Executive Committee. He is a member, Ex Officio, of all committees except the Nominating Committee.

6.5b) The Vice-president may be vested with all the powers that may be required to perform all duties of the President in his absence or incapacity to act. He shall perform such additional duties as may be prescribed by the Executive Committee.

6.5 c) The Secretary shall be responsible for recording the minutes and transactions of all meetings of members and the Executive. The Secretary shall keep and be responsible for all records, correspondence, contracts and other documents relating to the business of the Society.

6.5 d) The Treasurer oversees the Society's funds and financial records. He is responsible for the collection of all membership dues and assessments; the establishment of proper accounting procedures for the proper handling of the Association funds; and is responsible for the keeping of the funds in such banks, trust companies, and/or investments, as are approved.

6.6 If for any reason an Executive member is no longer a member of the Society or resigns his/her position, the Executive Committee shall appoint a member as replacement for the remainder of his/her term of office.

## **Bylaw No. 7 - Removal from Office**

Any member of the Executive Committee may be removed from office with or without cause, by a vote of a majority of the members in good standing, present at a properly called meeting of the membership.

## **Bylaw No. 8 - Committees**

8.1 The Executive shall establish and appoint chairpersons for such standing and ad hoc committees as are required to fulfill the purposes of the Society. Where a committee is not necessary, the Executive may appoint individuals to positions of specific responsibility.

8.2 The following Committees are required for the continuance of the Society:

8.2a) The Nominating committee shall be chaired by the Past-president unless he is unable to act and will recruit eligible members for service as members of the Executive or for appointment by the Executive to positions of responsibility within the Society.

8.3 The Management Committee shall be comprised of such Committee Chairs and individuals holding specific responsibility whom the Executive Committee may direct to meet together from time to time to better govern the Society and to report on their individual area of responsibility, to give advice to the Executive on any and all matters that may properly be considered by the Executive, and to receive direction with respect to their area of activity.

8.4 The Executive may, between Annual General Meetings appoint from the membership to fill any vacancy in the Executive, save that the Vice-president shall always succeed to the office of President should that officeholder be unable or unwilling to continue in office.

### **Bylaw No. 9 - Validity**

Grammatical and editorial errors shall not in and of themselves invalidate the content, purpose and application of the Society's Constitution and Bylaws.

### **Bylaw No. 10 - Fiscal Year**

The membership and fiscal year shall start on January 1st of each year, effective January 1st 2008.

As amended 2008 January