

Hinton Community Garden Society

Bylaws

MEMBERSHIP

1. The annual membership fee shall be determined, from time to time, by a majority vote at an Annual Meeting. Any person residing in Alberta may become a member upon payment of the fee. Annual membership fees are for the period January 1 through December 31. Membership fees may be paid at any time during the year, but membership rights are not retroactive. Members who have not paid their annual membership fee by July 1, except for extenuating circumstances, shall cease to be members of the Society, but may resume their membership upon payment of the fee.
2. The Treasurer (or Secretary/Treasurer) shall collect annual membership fees at any meeting of the Society at which he/she is present, or at any other time or place which he/she shall choose, and issue a receipt for the same, which shall be the member's proof of membership.
3. Members agree to abide by the responsibilities laid out in the Hinton Community Garden Society *Guidelines*, which may be updated from time to time by the Board and shall be posted on the Society's website. Rights of members are described in the Bylaws and in the *Guidelines*. Only those members who have paid their current annual membership fee, and are abiding by these Bylaws and the *Guidelines*, shall be considered members in good standing.
4. Any member wishing to withdraw from membership may do so upon a notice in writing (including e-mail) to the Board through its Secretary. Annual membership fees are not refundable. Any member upon a majority vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem reasonable.

MEETINGS

5. This Society shall hold an Annual Meeting on or before March 1 in each year. Members will be notified of the date, time, and location of the Annual Meeting by email or telephone according to the most recent contact information available to the Secretary, at least 10 days prior to the meeting.
6. Special meetings of the Society may be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Notice of special meetings will be as described above for Annual Meetings.
7. Five members in good standing shall constitute a quorum at any meeting. If quorum is not reached then, provided that a minimum of two Officers are present, the meeting may proceed.
8. Unless directed otherwise by the chair, meetings shall follow *Robert's Rules of Order*, a summary of which may be found on the Society's website.
9. Any member in good standing shall have the right to vote at any meeting of the Society. Voting by proxy is not permitted. Interested persons who are not members are welcome to attend any meeting of the Society, but may not speak unless invited to do so by the chair.

DIRECTORS AND OFFICERS

10. At each Annual Meeting there shall be elected a President, Vice-President, Secretary, and Treasurer, and at least three directors. The offices of Secretary and Treasurer may be combined (as Secretary-Treasurer) if only one person is nominated for these two offices. Any member in good standing over 18 years of age shall be eligible to stand for any office in the Society. One director may be under 18 years of age.
11. Election of Officers and directors shall occur as follows:
 - i) The chair shall direct the election, or appoint an Election Officer for this purpose.
 - ii) Members may nominate themselves, or be nominated by another member. If nominated by someone else, the member must be present and consent to stand for election.
 - iii) The chair (or Election Officer) shall ensure that all nominations have been properly proposed before proceeding.
 - iv) If only one member is nominated for a position, they shall be elected if a simple majority of the members so vote by a show of hands.
 - v) If two or more members are nominated for a position, each shall briefly state their reasons for standing for election, in order to allow members to decide which candidate they support. Members shall then indicate the candidate of their choice on slips of paper, to be tallied aloud by the chair (or Election Officer) with election of the nominee having the most votes.
12. If, at the conclusion of an Annual Meeting, or at any time thereafter, there is a vacancy of an Officer position, or less than three directors who are not Officers, then the chair shall direct that an election for the vacant position be held at the next Board meeting

and that notice of the same be provided to all members. Elections to fill vacant positions shall take place in the same manner as at Annual Meetings. Any business conducted by the Board shall not be invalid merely because there are fewer than the prescribed number of directors.

13. The Officers and directors shall form a Board, and shall serve until their successors are chosen at the next Annual Meeting. "Board of Directors", "Executive Committee" or "Board", shall mean the Board of Directors of the Society. Members of the Board are required to be members in good standing of the Society. An Officer or director may be removed from office by a majority vote of all members of the Society in good standing for any cause which the Society may deem reasonable. An Officer or director may be removed from the Board if he/she fails to attend more than three properly called meetings of the Board or of the Society, unless there are extenuating circumstances.
14. The Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting of the Board may be called on the instructions of any two members provided they request the President in person to call such meeting, and state the business to be brought before the meeting. Dates, times, and locations of Board meetings shall generally be decided at the preceding meeting, with e-mail notification to any Board member not in attendance, and this information shall also be posted on the Society's website. Board meetings may be held without notice if a quorum is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
15. The President shall be a member of all Committees. He/she shall, when present, chair all meetings of the Society and of the Board.
16. The Vice-President shall chair any meetings where the President is not present. In the absence of both, a chairperson may be elected at the meeting.
17. The Secretary shall keep accurate minutes of all Annual Meetings and Board meetings, and arrange for these to be posted on the Society's website. In case of the absence of the Secretary, his/her duties shall be discharged by such director as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. The secretary shall send all notices of the various meetings as required. The Secretary shall maintain a list of the contact information for all members (as provided by the Treasurer) as well as a contact list of all interested persons, and shall make this information available to the Board as needed.
18. The Secretary shall have charge of the Seal of the Society. When used, the Seal must be authenticated by the signatures of both the Secretary and President, or if either is unable to sign, by the Vice-President.
19. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall keep a record of all the members of the Society as described in the *Societies Act*, section 36, and record the date they pay their membership dues and issue receipts for the same. The Treasurer shall ensure that contact information for new members is provided to the Secretary in a timely fashion. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.
20. Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the Society shall receive any remuneration for his/her services.

FINANCIAL AFFAIRS

21. The books and accounts of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society (one of whom shall not be a director) elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society. The fiscal year of the Society shall be January 1 to December 31.
22. The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same.
23. For the purpose of carrying out its objects, the Society may borrow, raise, or secure the payment of money in such manner as it thinks fit. A Special Resolution of the Society is required to borrow money or otherwise place the society in debt, or to sell or otherwise dispose of any of the Society's assets.

BYLAWS

24. The Bylaws may be rescinded, altered or added to by a "Special Resolution", as defined in the *Societies Act*, Section 1(d).

Dated February 23, 2011.