

1 Article: Preamble

The Society

- 1.1 The name of the Society shall be the Calgary Horticultural Society (“the Society”).
- 1.2 The following articles set forth the stated Bylaws of the Calgary Horticultural Society (hereafter, “the Society”) pursuant to the Societies Act, R.S.A. 2000, Chapter S-14, as amended or substituted (“the Act”).
- 1.3 The objects of the Society are detailed in the application to form a Society.

2 Article: Definitions and Interpretation

In these Bylaws, the following words have these meanings.

- 2.1 Annual General Meeting (“AGM”) means the annual general meeting described in Article 7.1.
- 2.2 Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.3 Board means the Board of Directors of the Society, duly elected or appointed in accordance with the Societies Act, these Bylaws and approved policies of the Board.
- 2.4 Bylaws means the Bylaws of this Society as amended.
- 2.5 Director means any individual Member elected or appointed to the Board in accordance with the Act and these Bylaws.
- 2.6 Member means a duly admitted member of the Society in good standing who has complied with the registered Objects and bylaws hereunder.
- 2.7 Officer means any officer of the Society as set out in Article 5 of these Bylaws.
- 2.8 Executive Director means the most senior paid employee hired by the Society. The Executive Director is a non-voting ex-officio Board member acting in accordance with Article 4.7.2.1.
- 2.9 Registered Office means the registered office for the Society.
- 2.10 Special Meeting means a special general meeting convened in accordance with Article 7.2 of these Bylaws.
- 2.11 Special Resolution means:
 - a) A resolution passed:
 - i. at a Special Meeting or AGM of the membership of this society of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given, and
 - ii. by the vote of not less than 75% of Voting Members who are in attendance and who vote in person by show of hands.
 - b) A resolution proposed and passed as a Special Resolution at a General Meeting of the Members of which less than twenty-one (21) days’ notice has been given, if all the Voting Members eligible to attend and vote at the General Meeting so agree, or

c) A resolution agreed to in writing by all the Voting Members who would have been eligible to vote on the resolution in person at a General Meeting;

d) A resolution that creates fundamental changes to the Society. The following motions require a Special Resolution:

- i. changing the Objects of the Society;
- ii. issuing debentures (debentures are debt instruments issued by the Society, such as bonds, to raise money for the organization);
- iii. amending the Bylaws; and
- iv. dissolving the Society.

2.12 Voting Members means those members determined in accordance with Article 3 to have voting rights in the business of the Society.

2.13 Interpretation

2.13.1 Singular and plural: Words indicating the singular number also include the plural and vice versa.

2.13.2 Corporation: Words indicating persons also include corporations.

2.13.3 Headings: Headings are for convenience only and do not affect the interpretation of the Bylaws.

2.13.4 Liberal Interpretation: These Bylaws are to be interpreted broadly and generously.

3 Article: Membership

3.1 Membership conditions

Subject to the articles, there shall be three classes of members in the Society, namely, Class A members and Class B members. The Board of Directors of the Society may, by resolution, approve the admission of the members of the Society. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

3.1.1 Class A

- a) Class A voting membership shall be available only to individuals over the age of 18, acting either for themselves or representing a shared gardening initiative, and who have applied and have been accepted for Class A voting membership in the Society.
- b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Society.
- c) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote, by show of hands, at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

3.1.2 Class B

- a) Class B non-voting membership shall be available only to associate members who have applied and have been accepted for Class B non-voting membership in the Society.
- b) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Society.

- c) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Society.

3.2 Membership Dues

Members shall be notified of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Society. Membership dues are non-refundable.

3.3 Termination of Membership

A membership in the Society is terminated when:

- 3.3.1 the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- 3.3.2 a member fails to maintain any qualifications for membership described in Section 3.1 of these by-laws;
- 3.3.3 the member resigns by delivering a written resignation to the Executive Director of the Society in which case such resignation shall be effective on the date specified in the resignation;
- 3.3.4 the member is expelled in accordance with Section 3.4 or is otherwise terminated in accordance with the articles or by-laws;
- 3.3.5 the member's term of membership expires; or
- 3.3.6 the Society is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

3.4 Discipline of Members

The Board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

- 3.4.1 violating any provision of the articles or by-laws of the Society;
- 3.4.2 carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
- 3.4.3 for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the board determines that a member should be expelled or suspended from membership in the Society, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such

submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4 Article: Board of Directors

- 4.1 The Board governs the business and affairs of the Society in accordance with the Societies Act, these Bylaws and the approved policies of the Board.
- 4.2 Composition of the Board
 - 4.2.1 Any individual Class A Member of the Society in good standing is entitled to be elected or appointed Director in accordance with the terms of these Bylaws.
 - 4.2.2 The Board shall be comprised of a minimum of 8 Directors and a maximum of 12 Directors elected at an Annual General Meeting from among the Voting Class A Members.
 - 4.2.3 The number of Directors to be elected at each Annual General Meeting shall be determined by the Board.
 - 4.2.4 Each Director must be a Class A Member who is at least 18 years of age, resident in Alberta and of good character and repute, and specifically cannot have been convicted of a felony or other criminal offense. Employees of the Society shall not be eligible for election as members of the Board. Past employees shall not be eligible for election as members of the Board until one (1) year after termination of employment.
- 4.3 Election of Directors
 - 4.3.1 Nominations for Directors from among the Society membership will be solicited by the Board annually in advance of the AGM in accordance with a process determined by the Board.
 - 4.3.2 Directors shall be elected at the AGM from the slate of nominations compiled by the Board by simple majority of the Members in attendance. There shall be no voting at the AGM by proxy.
- 4.4 Appointment of Directors
 - 4.4.1 If, at any time following the AGM, the number of Directors falls below the minimum, the Board shall appoint one or more Members as may be required to sit as a Director to fulfill the minimum composition of the Board pursuant to Article 4.2.2 until the next AGM.
 - 4.4.2 At any time following the AGM, the Board may appoint one or more Members to the maximum composition of the Board pursuant to Article 4.2.2 until the next AGM at which that person may be elected to serve as a Director.
- 4.5 Term of Directors
 - 4.5.1 Directors shall be elected for a two year term.
 - 4.5.2 Directors shall not sit on the Board for more than six (6) consecutive years, whether by election pursuant to Article 4.3 or by appointment to the Board pursuant to Article 4.4
- 4.6 Resignation or removal of a Director

- 4.6.1 A Director shall be deemed to have vacated his or her position under the following circumstances:
- a) upon delivery of a letter of resignation to the Secretary or President of the Society
 - b) the Director ceases to be a resident of Alberta
 - c) upon taking up regular or term employment with the Society
- 4.6.2 A Director may be removed from the Board by the 75% majority vote of the Directors present at a regular or special meeting of the Board, the agenda for which includes the proposed removal.

4.7 Powers and Duties of Directors

- 4.7.1 The Board has the duty to govern and manage the affairs of the Society in the Society's best interest utilizing sound policies and practices, with no remuneration or benefit accruing to any individual Director or Officer, directly or indirectly.
- 4.7.2 In undertaking this duty, the Board has the powers of the Society, including as follows and as limited by the *Societies Act*:
- 4.7.2.1 Hiring the Executive Director and delegating authority to manage and operate the Society;
 - 4.7.2.2 Overseeing the Executive Director's duties; setting the compensation and carrying out annual evaluation of the Executive Director's performance;,
 - 4.7.2.3 Promoting the objects of the Society,
 - 4.7.2.4 Promoting membership in the Society,
 - 4.7.2.5 Maintaining and protecting the assets and property of the Society,
 - 4.7.2.6 Approving an annual budget for the Society,
 - 4.7.2.7 Overseeing the payment of all expenses required to operate and manage the affairs of the Society,
 - 4.7.2.8 Approving the investment of monies of the Society as required,
 - 4.7.2.9 Approving the financing of the operations of the Society including borrowing or raising funds, as may be required,
 - 4.7.2.10 Developing and approving policies for the governance, management and operation of the Society, including use of its facilities and investment of its assets,
 - 4.7.2.11 Approving all contracts which bind the Society except as otherwise delegated by the Board,
 - 4.7.2.12 Supervising the maintenance of all accounts and financial records of the Society,
 - 4.7.2.13 Retaining legal counsel and other professional advisors as may be required by the Society,
 - 4.7.2.14 Selling, disposing of or mortgaging any or all of the property of the Society.

5 Article: Officers

- 5.1 The Officers of the Society include: the President, the Vice-President, the Treasurer and the Secretary. No Officer has independent authorization to act or to bind the Board by individual decision unless in accordance with Board authorization. Removal of officers will follow section 4.6.

5.2 President

- 5.2.1 The President shall be a Director who has served a minimum of one year as a Director at any time prior to election as President, unless under extraordinary circumstances approved by the Board.
- 5.2.2 The President shall be elected for a two-year term by the Directors in attendance at the AGM.
- 5.2.3 The President can be elected and serve a maximum of two times during that Director's total permissible term of 6 consecutive years.
- 5.2.4 The President is responsible for the overall direction of the Board.
- 5.2.5 The President or delegate presides as chair of all meetings of the Society.
- 5.2.6 The President is an ex-officio member of all Society and Board committees but is not obliged to attend any committee meeting.

5.3 Vice-President

- 5.3.1 Except as otherwise noted herein, the Vice-President shall be a Director elected for a two year term by the Directors in attendance at the AGM.
- 5.3.2 The Vice-President shall assume the President's duties as set out in Article 5.2 in the temporary absence of the President.
- 5.3.3 In the event of the resignation, or other permanent absence of the President during the President's term, the Vice-President may assume the role of President for the balance of the President's term, as approved by the Board.
- 5.3.4 If, in the event of resignation, or other permanent absence of the President during the President's term, the Vice-president is unable or unwilling to assume the role of President as set out in 5.3.3., the Board may appoint a Class A Member to fulfill that capacity until the next AGM.

5.4 Treasurer

- 5.4.1 The Treasurer shall be a Director elected for a two year term by the Board Members in attendance at the AGM.
- 5.4.2 The qualifications of the Treasurer shall be determined by the Board from time to time.
- 5.4.3 The Treasurer's duties and responsibilities are as follows:
 - 5.4.3.1 To review that monies paid to the Society are deposited accordingly in the Society's financial institution;
 - 5.4.3.2 To review the accounts for funds of the Society and ensure that the Executive Director has appropriate books on behalf of the Society;
 - 5.4.3.3 To present such financial reports to the Board on a regular basis as determined by the Board from time to time;
 - 5.4.3.4 To review the audited financial statements to be presented annually to the AGM for approval;

5.4.3.5 To chair the Finance Committee of the Society according to terms approved by the Board.

5.5 Secretary

5.5.1 The Secretary shall be a Director elected for a two year term by the Directors in attendance at the AGM.

5.5.2 The Duties of the Secretary are:

5.5.2.1 Attends all meetings of the Society and the Board;

5.5.2.2 Ensures that minutes are kept of these meetings and ensures accurate minutes of these meetings;

5.5.2.3 Has charge of the Board's correspondence;

5.5.2.4 Makes sure a record of names and addresses of all Members of the Society is kept current;

5.5.2.5 Makes sure all notices of various meetings are sent;

5.5.2.6 Ensures that the annual return, changes in the Directors of the organization, amendments in the bylaws and other incorporating documents are filed with the Corporate Registry and if applicable, with the Canada Revenue Agency.

5.6 The Executive Director shall sit as a non-voting, ex-officio member of the Board.

5.7 Immediately following the AGM, the Directors of the Society nominate and vote on the Officers of the Society.

6 Article: Board Committees

6.1 The Board may establish such standing and ad hoc committees as it determines are required for the conduct of Board business.

6.2 All committees of the Board shall be chaired by a Director.

6.3 All committees of the Society may include Members who are not Directors, including former Directors.

6.4 The Board shall determine the process and policy for the establishment of any committee of the Society. Committees must reflect the goals of the society and operate within the parameters established by the Board.

6.5 No Board committee has independent authority to make decisions that bind the Board. All Board committees are limited to making recommendations only for Board approval.

6.6 The Board shall approve the terms of reference of all Board committees, whether they operate on a standing or ad hoc basis.

7 Article: Meetings

7.1 Annual General Meeting

7.1.1 The Society shall hold an annual general meeting for members within six (6) months of the fiscal year end each year, at a place, day and time determined by the Board.

- 7.1.2 Written notice of the annual general meeting shall be delivered to Members at least 21 days prior to the date of the meeting. The meeting shall not be considered invalid as the Society will make all reasonable attempts to notify all Members.
- 7.1.3 The quorum for an annual general meeting is 25 Class A Members in good standing. The decisions of the Society shall be determined by a vote in favour by show of hands by more than 50% of those Members in attendance.
- 7.1.4 The following business shall be conducted at the annual general meeting:
- a) adoption of the meeting agenda,
 - b) adoption of the minutes of the last annual general meeting,
 - c) the President's report,
 - d) the Treasurer's report,
 - e) reviewing and approving the audited financial statements,
 - f) appointment of the auditors,
 - g) election of Directors,
 - h) any other matters included in the notice of meeting.
- 7.1.5 Failure to Reach Quorum The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

7.2 Special Meetings of the Society

- 7.2.1 A Special Meeting of Members may be called by the Board by resolution or by a petition of 25 Members in good standing presented in writing to the Board.
- 7.2.2 Special Meetings are governed by the provisions related to Annual General Meetings as regards notice, quorum and Chair.
- 7.2.3 The subject matter of the Special Meeting shall be limited to the items which are subject of the petition or Board resolution.
- 7.2.4 Voting at Special Meetings shall be by way of Special Resolution.

7.3 Board meetings

- 7.3.1 The Board will meet no less than four (4) times in a calendar year, on such dates, times and in such locations as the Board approves from time to time. Such Board approval constitutes notice of Board meetings and no further or formal notice of Board meetings is required.
- 7.3.2 A majority of then-sitting Directors in attendance at a Board meeting constitutes a quorum.
- 7.3.3 Each Director at a Board meeting has one vote. No Director has a tie-breaking second vote. A tie vote defeats the motion.
- 7.3.4 One or more Directors may participate in a Board meeting by electronic means. Directors who participate as set out here are deemed to be present for the meeting and their votes are solicited and recorded.
- 7.3.5 All Directors may agree to and sign a resolution. A signed written resolution is as valid as one passed at any Board meeting. No notice of such meeting is required. The resolution is passed on the date it is signed by the last Director.

7.3.6 The Board may, from time to time, or upon the written request of five (5) Directors, call a Special Meeting of the Board. The Secretary shall notify all Directors of the date, time and location of the Special Board Meeting and the particulars and the particulars of the business to be transacted, in writing, with as much notice as possible. Special meetings can consider only the business stated in the notice of the Special Meeting.

7.4 Committee meetings

7.4.1 The provision of notice, quorum, Terms of Reference and voting with respect to any Board committee is as determined by the Board from time to time.

8 Article: Finances and other management matters

8.1 The registered office of the Society is in Calgary, Alberta.

8.2 Finance and auditing

8.2.1 Fiscal year – The fiscal year of the Society is as determined by the Board on advice of the Treasurer and auditors from time to time.

8.2.2 Authorized Officers and staff

8.2.2.1 The Board must designate Officers and staff authorized to sign cheques on behalf of the Society by Board resolution.

8.2.2.2 Contracts of the Society must be signed by the Officers or by the Executive Director or other staff as delegated by the Board.

8.2.3 Audit

8.2.3.1 The auditor appointed at the Annual General Meeting shall conduct an audit of the books, accounts and records of the Society once in the fiscal year.

8.2.3.2 The auditor will submit a complete statement of the books of the Society for the previous year at the Annual General Meeting.

8.3 Seal of the Society

8.3.1 The Board may adopt a seal as the Seal of the Society.

8.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

8.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

8.4 Books and Records

8.4.1 The Secretary keeps a copy of the minute books of the Society at the Registered Office and records minutes of all meetings of the Members, of the Board.

8.4.2 Meeting minutes as amended are signed by the Secretary and chair of the meeting and filed with the minute books.

8.4.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, The Societies Act and any other statutes.

8.4.4 Any Member is entitled to inspect any books or records of the Society on reasonable notice to the President, Secretary or Executive Director, subject to the Society's privacy policy.

8.5 Borrowing Powers

8.5.1 The Society may borrow or raise funds to meet its objects and operations in such amounts and by such means as the Board approves.

8.5.2 The Society may only issue debentures to borrow by resolution of the Board confirmed by way of Special Resolution of the Society.

8.6 Protection and Indemnity of Directors and Officers

8.6.1 The Society indemnifies each Director and Officer against any costs, charges or damages resulting from any act done in the capacity of Director or Officer in good faith in the best interest of the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or acts of bad faith.

8.6.2 No Director or Officer is liable for the acts of any other Director, Officer or employee of the Society.

8.6.3 No Director or Officer is liable for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.

8.6.4 No Director or Officer is liable for any loss due to an oversight or error in judgment, or by any act as Director or Officer of the Society unless the act is fraudulent, dishonest or in bad faith.

8.6.5 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

9 Bylaw amendment

9.1 These bylaws may be cancelled, amended, added to or amended and restated by a Special Resolution at any AGM or Special Meeting of the Society.

9.2 The amended bylaws take effect as accepted by the corporate registry of Alberta.

10 Dissolution of the Society and distribution of assets

10.1 Upon dissolution of the Society and after paying any debts or liabilities, all remaining assets will be given to a qualified donor as described in section 149.1(1) of the Income Tax Act as may be determined by the Board and at the sole discretion of the Board.

10.2 The Society shall not pay any dividends or distribute any property among its Members.