

Horticulture Centre of the Pacific

BYLAWS

Part 1 – Membership

1. The members of the Society are those persons or organisations who have paid the annual membership fee and are thus deemed to be in good standing.
2. The Directors, at their discretion, may grant membership, including but not limited to life membership in the Society.
3. Every member must uphold the Society's Constitution and comply with these By-laws.
4. The directors shall determine the amount of annual membership dues and any variation in membership classifications.
5. Annual dues are payable for membership in the Society for each calendar year.
6. A person ceases to be a member of the Society:
 - a) By delivering or mailing, including e-mailing, a letter of resignation to the Secretary of the Society at the address of the Society.
 - b) On death or, in the case of a corporation or organization on dissolution.
 - c) On being expelled, or
 - d) On having been a member not in good standing for three (3) consecutive months.
7. A member may be expelled by a special resolution of the members passed at a general meeting.
 - a) A brief statement of the reasons for the proposed expulsion must accompany the notice of special resolution for expulsion.
 - b) The person who is the subject of the proposed resolution must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
8. A member is in good standing unless the member has failed to pay the current annual membership fee, or any other subscription or debt due and owing to the Society. The member is not in good standing as long as any dues or debt remains unpaid.

Part 2– Meetings of Members

9. The directors will decide the time and location of General Meetings of the Society, in accordance with provisions in the *Society Act*.
10. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The directors may, when they think fit, convene an extraordinary general meeting.
12. Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
 - a) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

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13. An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 3 – Proceedings at General Meetings

14. Special business is:

- a) All business at an extraordinary general meeting except the adoption of rules of order, and
- b) All business conducted at an annual general meeting, except the following:
 - i) The adoption of rules of order.
 - ii) The consideration of the financial statements.
 - iii) The report of the directors.
 - iv) The report of the auditor.
 - v) The election of directors.
 - vi) The appointment of the auditor.
 - vii) The other business that, under these by-laws, ought to be conducted at an annual general meeting or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

15. Business other than the election of a chair and the adjournment or termination of the meeting must not be conducted at a general meeting at a time when a quorum is not present.

- a) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- b) A quorum is 15 members present. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

16. Subject to by-law 19, the Chair of the Board of the Society, the Vice Chair or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.

17. If at a general meeting:

- a) The Chair, Vice Chair or another Director is not present within 15 minutes after the time appointed for holding the meeting; or
- b) The Chair and all the other Directors present are unwilling to act as the Chair, the Members present must choose one of their number to chair the meeting.

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18. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- a) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - b) It is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
19. A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
- a) In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which the Chair may be entitled as a Member and the proposed resolution does not pass.
20. All those who wish to vote at general meetings must be in good standing and present in person at the meeting.
- a) A member who holds an individual membership is entitled to one vote.
 - b) Two persons who hold a couple's memberships are entitled to one vote each.
 - c) Any two members of a household that holds a household membership may vote at a general meeting.
 - d) A Member Corporation or Organization may vote by its authorized representative.
 - e) A Member Society may vote by its authorized representative.
 - f) Voting is by show of hands.
 - g) Voting by proxy is not permitted.

Part 4 – Directors and Officers

21. The Directors may exercise all the powers and do all the acts and things that the Society may exercise or do, and that are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
- a) All laws affecting the Society
 - b) These by-laws, and
 - c) Rules, not being inconsistent with these by-laws that are made from time to time by the Society in a general meeting.
22. There shall be no fewer than nine (9) or more than twelve (12) elected Directors on the Board of the Society consisting of the Board Chair, the Vice Chair, the Secretary and the Treasurer, and the immediate Past President except where the immediate Past President has resigned or been removed from office before expiration of the term of his/her office.

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- a) The General Manager (GM) of the HCP shall be an ex-officio, non-voting member of the Board. The GM shall also absent himself/herself from any Board discussions related to his/her position.
23. The Chair of the Board will hold office for no more than three consecutive years unless the Board decides otherwise.
- a) Whenever possible, a candidate for the position of Board Chair will have served on the HCP Board during the preceding year.
24. Nominees for Directors and Officers shall have been Society Members in good standing for at least four (4) calendar months prior to election. If a good-faith effort fails to fill all vacant positions prior to the closing of nominations, the qualifying time requirement may be reduced to one-month membership.
- a) Nominees for Directors and Officers must be proposed to the Board, must agree to stand as candidates, and their candidacy must be approved by the Board at the Board meeting immediately preceding the AGM.
25. The directors shall be elected for a term of three (3) years and a maximum of two (2) terms subject to the provisions in (e) below:
- a) Whenever possible, one third of the Directors will retire from the Board every three years.
- b) The Board Members will elect the Board Chair, Vice Chair, Secretary and Treasurer from their ranks.
- c) All Members of the Society are eligible for nomination to the Board of, including the authorised representative of a Member corporation or organization.
- d) An election may be by acclamation, show of hands or by ballot at the discretion of the Chair
- e) No Member shall hold the office of Director for more than six successive years; but may stand for re-election to the Society's Board of Directors no less than one full year after standing down from a six year term as a Director.
- f) Board Members are expected to attend all Board meetings and to notify the Chair if they are unable to attend. Board Members who are unable to attend two or more consecutive meetings should provide the Chair with an explanation. If attendance problems are prolonged, the Chair may request a Board Member's resignation.
26. The Directors, at their discretion, may appoint a new Director to fill a vacancy on the Board.
- a) A Director so appointed holds office only until the next Annual General Meeting of the Society, and may be eligible for re-election at the meeting.
27. No act or proceeding of the directors is invalid should there be less than the prescribed number of directors in office.
28. The Members may by special resolution remove an elected Director before the expiration of the Director's term of office and may elect a successor to complete the term of office.

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29. A Director must not be remunerated for being or acting as a director but must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
30. The Society shall indemnify a Director or former Director and his or her estates, heirs, assigns or successors against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgment, actually and reasonably incurred by him or her in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of his or her being or having been a Director, including an action brought by the Society if:
- (a) He or she acted honestly and in good faith with a view to the best interests of the Society; and
 - (b) In the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.
 - (c) The indemnification of the Directors as provided in these bylaws shall be subject to the approval of a court, as provided in the Society Act.
31. The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was a Director, officer, employee or agent of the Society against any liability incurred by him or her as a Director, officer, employee or agent.

Part 5 - Proceedings of Directors

32. The Directors will determine the time and place for meetings in order to conduct Society business. Board meetings will take place at least once per calendar quarter and otherwise at the call of the Chair. Board meetings may be conducted electronically and shall include but not be limited to, video, or conference call. All such Board meetings so convened and any decisions taken will be accepted as valid and as if the Directors had met in person.
- a) In order to conduct Society business, the quorum of Directors at Board Meetings shall be one-half the size of the full Board (rounded up to the nearest whole number).
 - b) A Director may request the Board Chair to convene a meeting of the full Board and must provide that request in writing, which will include the reason for the request. The Chair may call the requested meeting at his/her discretion.
33. The Board is the sole authority for making policy decisions that govern the Society. The Board may appoint committees to make policy recommendations with respect to the Society's activities and operations. .
34. The Board may appoint committees to assist it in its work. All Board committees will have terms of reference to govern their activities.
35. Voting at Board meetings and Board committee meetings shall be by show of hands. A simple majority of those present and voting at these meetings will approve any decision or resolution.
- a) In the case of a tie vote, the Chair does not have a second or casting vote and the resolution is defeated.

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36. A resolution proposed at a meeting of Directors or committee of Directors need not be seconded and the Chair of a meeting may move or propose a resolution.
37. When necessary, a resolution may be put to Board Members for a decision by mail or by electronic media such as email. The results of votes cast by mail or electronically shall be taken as a valid board decision.

Part 6 – Duties of the Chair of the Board and Society Officers

38. The Chair of the Board presides at all meetings of the Society.
39. The Chair of the Board shall preside at all meetings of the full Board. He/she shall also be a member, *ex-officio*, of all Board Committees.
40. The Vice Chair must carry out the duties of the Chair during this/her absence.
41. The Secretary:
- a) Issues notice of meetings of the Society and Directors.
 - b) Arranges for the recording of the minutes of all meetings of the Society and Board of Directors and assures that these minutes are archived.
 - c) Ensures the proper maintenance of the register of members.
 - d) Arranges for the recording of the minutes of any Board committee requested by the Board Chair.
42. The Treasurer must:
- a) Ensure that the Society's financial records comply with the *Society Act* and *Generally Accepted Accounting Principles*.
 - b) Ensure that the financial records, including books of accounts, are properly maintained.
 - c) Provide financial statements to the Board, Society Members and others when required.
43. The office of secretary and treasurer may be held by one person, who will be known as the Secretary Treasurer.
44. In the absence of the Secretary, the Directors must appoint another person to act as Secretary at meetings.

Part 7 – Borrowing

45. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in whatever manner they decide, including but not limited to the issue of debentures.
46. A Debenture and its terms must be approved by a special resolution of the Board of Directors.
47. The members may, by special resolution, restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next annual general meeting

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Part 8 – Auditor

48. The Members of the Society, at each Annual General Meeting, shall appoint a public auditor to conduct an annual audit of the Society's financial records.
49. An auditor may be removed and replaced, with cause, by resolution of the Board
50. An auditor must be promptly informed in writing of the auditor's appointment or removal.
51. A Director or employee of the Society must not be its auditor.
52. The auditor may attend general meetings.

Part 9 – Notices to Members

53. A notice may be delivered to a Society Member, personally, by mail or e-mail to the member's address recorded in the Register of Members maintained by the Society Secretary.
54. Notice of proposed changes to the Society's Constitution or By-laws, or notice of the Annual General Meeting, may be given personally, by mail or electronically to a Member's registered address or email address, or published in the Society's newsletter or on the Society's web site provided that such notice is given a minimum of 14 days before the date of a proposed Annual General Meeting.
55. Notice of a general meeting must be given to:
 - a) Every member in good standing shown on the register of members on the day notice is given, and
 - b) The auditor.
 - c) No other person is entitled to receive a notice of a general meeting.

Part 10 – Miscellaneous

56. The Constitution and Bylaws of the Society shall be published on the HCP web site.
57. These by-laws may not be altered except by a resolution placed before, and passed by, a majority of not less than 75% of those Members attending a duly constituted meeting of the Society.