

The Constitution And Bylaws Of The Nanaimo Rhododendron Society

Revised – October, 2014

1. **Name:** The name of the society is the Nanaimo Rhododendron Society.

2. **Purpose:**

This Society will provide learning and knowledge about the genus *Rhododendron* to all interested persons by means of meetings, publications, conferences, shows, tours, etc.

The Nanaimo Rhododendron Society will enter into the joint undertaking with other rhododendron and horticultural societies to carry on the activities associated with the American Rhododendron Society.

This Society will provide support to the American Rhododendron Society by the predetermined allotted portion of dues to be submitted to the American Rhododendron Society.

3. **Operational Area Coverage:**

The operations of the Nanaimo Rhododendron Society will be mainly Nanaimo, but will include as far north as Parksville and as far south as Ladysmith inclusive, in the province of British Columbia.

This area coverage to be altered if so needed.

4. **Society Dissolvement:**

In the event of the Nanaimo Rhododendron Society being dissolved, the remaining assets of the Society, after all debts and liabilities are paid, shall be turned over to another non-profit rhododendron society on Vancouver Island in the province of British Columbia as directed by the members. This is not alterable.

5. It shall be a non-profit, educational and scientific association.

Bylaws Of The Nanaimo Rhododendron Society

1. **Membership:**

Any persons interested in rhododendrons and their companion plants may join the membership of the Society under the following classes:

(a) Individual member - a person who is a fully paid member in this Society and the American Rhododendron Society;

(b) Family Members – persons who are fully paid members of this Society and the American Rhododendron Society;

(c) Associate member - a person who is a fully paid member of another Chapter of the American Rhododendron Society and pays the required dues to the Nanaimo Rhododendron Society;

(d) Honorary Life member - a person who is a fully paid member of both the Nanaimo Rhododendron Society and ARS until notification of their death.

All members of this Society shall be entitled to the privileges of the membership in the American Rhododendron Society.

2. Membership Dues:

The dues payable by its members shall from time to time be fixed by the majority vote of the Governing Body, which vote shall be effective only when confirmed by a vote of the membership at the next General Meeting.

The Society members shall be notified of the dues payable by the Governing Body. If payment is not received within ninety (90) days of the said notice, the members shall automatically cease to be Society members. Any such members on payment of all unpaid dues may be reinstated by a unanimous vote of the Governing Body.

A person shall cease to be a Society member upon:

- (a) delivering a written resignation to the Society secretary or by delivery/ mailing it to the Society address;
- (b) death;
- (c) dismissal;
- (d) not being in good standing for ninety(90) consecutive days.

Any member who is not a fully paid Society member of either the chapter or the American Rhododendron Society shall be deemed to be not in good standing.

3. Member Dismissal:

A member of the Society may be expelled or suspended for improper, unbecoming behaviour, or the likelihood to endanger the interest or reputation of the Society as determined by the Governing Body. The Governing Board shall have the power by a 3/4 (three fourths) vote of its members to expel and/or suspend any member for the above infringement.

No member of the Society shall be expelled or suspended without being notified of the charge/complaint against him/her or without first having the opportunity to be heard by the Governing Body at a meeting called for the purpose.

Any member who resigns, is expelled, or withdraws from the Society shall forfeit all rights, claims, and interest arising from or association with the membership in the Society.

4. Meetings:

The general meetings shall be held from September to the following June inclusive once each month, unless cancelled by the Board of Directors, at a place and time established by the Governing Body.

The Governing Body of the Society may, from time to time, require special meetings of the Society. These meetings shall be held at such time and place as determined by the President upon written request of 10% (ten percent) or more of the members in good standing.

5. Annual General Meetings:

The Society shall hold the Annual General Meeting each year in the month of May at a given place and date within the Province. The place and date to be fixed by the Board of Directors. Notice shall be mailed to the Society members within fourteen (14) days of the meeting.

Notification of time and place shall also be published in the Society bulletin.

6. Committees:

The President of this Society shall appoint committees to help in the function of a strong Society. The committee shall have a main co-ordinator with helpers.

7. Quorum:

The quorum shall be thirty percent (30%) of the members who are not directors plus fifty percent (50%) of the Governing Body at any meeting of members. The quorum shall not be less than three (3) persons.

8. Notice:

Notification must be given in writing as:

(a) through the postal system; and may be by

(b) facsimile.

Notice shall specify the place, day, time, and general nature of the meeting.

9. Adjournment:

No business of the Society shall be transacted at an adjourned meeting.

10. Voting:

The Society members shall give a personal vote. At any meeting of the Society, each member, represented in person shall have one (1) vote.

11. Governing Body & Officers:

This Society shall have five (5) officers and the minimum of four (4) but not to exceed six (6) directors on its Board.

The officers of the Society shall consist of:

(a) President - who shall preside at all meetings of the membership and Board of Directors, as well as, give a supervisory hand to the other officers;

(b) Vice-President - who shall assist the President and preside over any functions in the absence of the President;

(c) Secretary - who shall keep minutes of all meetings of this Society and Board of Directors, issue meeting notices of this Society and its Board, and conduct any correspondence;

(d) Treasurer - who shall keep all financial records and accounting books, be responsible for the collection of dues and handling of all the Society funds, as well as, administer any financial statements to the Board of Directors, members, and others when required;

(e) Past President - who shall be acclaimed at the first meeting following the Annual General Meeting. Serves as an additional director.

The Board of Directors shall exercise all the powers of the Society as fully and completely as the Society could in its general meetings.

All members of the governing body shall hold a twelve (12) month term at which time elections for all positions will be held and decided upon by a majority vote of the Nanaimo Rhododendron Society membership.

No persons in the Governing Body shall hold a position for longer than three (3) consecutive terms.

12. Removal Of Governing Officer:

A member may be removed from an executive position by a three quarters (3/4) vote of the Governing Board before the expired term provided the following conditions have been met:

- (a) a reasonable effort has been made to arrange for voluntary resignation; or
- (b) the Board has received a written petition by any three of its members fully detailing the basis for the proposed removal; or
- (c) if a member of the Governing Board is absent from 3 (three) consecutive meetings without reasonable justification, this member will be asked to step down from their position on the Governing Board.

To complete the term of office, a successor may be elected.

13. Elections:

As many as three (3) members of the Society shall be appointed by the President at the regular meeting prior to the Annual General Meeting as the nominating committee. The nominating committee shall submit the names of nominees for the officers and directors.

At the Annual General Meeting, any member present may make further nominations. The nominees shall be voted on and elected at the Annual General Meeting.

At the Annual General Meeting, only those members attending shall be entitled to vote and proxies will not be recognized.

The new officers and directors shall take office at the close of the Annual General Meeting.

14. Governing Body Meetings:

The Governing Body of the Society shall meet once each month as determined by the Board. Each Board member shall receive verbal communication not less than two (2) days prior to such meetings of its day, place and time.

15. Vacancy On Governing Board:

In the event of a vacancy, however caused, the position may be filled by any member of the Society upon a vote of a quorum of the Society based upon proper notification of the meeting.

Any person so elected shall hold office for the unexpired term of the person that he/she succeeds.

16. Governing Body Voting:

Matters requiring a vote shall be decided by a majority vote at a quorum of the Governing Body.

In the event of a tie vote, the President, in addition to his/her original vote, shall be granted the deciding vote.

17. Liabilities Of Officers:

Subject to the Societies Act, all directors of the Society shall be held accountable for their own actions unless directed by a quorum vote of the Governing Body.

18. Governing Body Remuneration:

No members of the Governing Body shall be remunerated for his/her actions as a Society member. Any, and all expenses incurred by a member of the Governing Body for the Society shall be reimbursed upon approval by a quorum vote of the Governing Board.

19. Officers & Employees:

The Governing Board may authorize employment when deemed necessary by a quorum vote of the Governing Body to carry out the required functions of the Society.

20. Society Fiscal Year:

The fiscal year of the Society shall be the year from September to August inclusive.

21. Borrowing:

No funds, in any manner, shall be borrowed by the Society, for the Society, without the quorum vote of the Governing Body. No debenture shall be issued without sanction of a general election.

22. Account Auditing:

An audit of the Society shall be performed by any member of the Society voted into the position of auditor for that specific task upon the quorum vote of the Board of Directors.

23. Records & Books:

Proper handling and inspection of books and records for the Society shall be reviewed twice in a twelve (12) month period. These periods to be the months of June and December of each calendar year. The inspection to be handled by the Governing Body.

24. Members Inspecting Books:

The books and records of the Society may be inspected at any time by any member of the Society in the presence of a quorum of the Governing Body.

25. Bylaw Amendments:

The above bylaws may be amended at any general or Special meeting of the Society. The bylaw may be amended by a three-fourths (3/4) vote of full members in good standing present at the meeting time.

Notice of the proposed amendment to the Bylaw(s) shall be set forth by mail and fax to each member not less than fourteen (14) days prior to the holding of such meetings when the proposed amendment will be voted upon.

Any and all conflicts arising within the Society not discussed above will be decided by a majority vote of the Governing Board.

26. Spending Authority:

The Executive may spend up to \$1500.00 without membership approval.