

Bylaws of Dunsmuir Garden Group (the "Society")


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PART 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the Directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the Regulations, as the case may be, prevail.

PART 2 - MEMBERSHIP

Application for Membership

2.1 A person who resides in Surrey or White Rock may apply to the Board for membership in the Society in accordance with the procedure described in the Rules. A person becomes a Member on the Board's acceptance of his or her application, and on payment of the membership fee, the volunteer contribution for the year, the garden plot rental fee for the year, and the gate key fee.

Associate Membership

2.2 *A person who resides in Surrey or White Rock may apply to the Board in accordance with the procedure described in the Rules to become an Associate Member for a period of one (1) year for the purpose of assisting a Member who is unable, due to illness, injury, or extended absence, to maintain his or her garden plot. A person becomes an Associate Member on the Board's acceptance of the application, and payment of the Associate Member fee, as determined by the Board.*

2.3 *For greater certainty, an Associate Member cannot vote at General Meetings. Associate Membership does not in any way effect the position of any person on the General Wait List.*

Honourary Membership

2.4 *In recognition of extraordinary service or contribution to the Society, the Board may determine, in accordance with the procedure described in the Rules, that a Member, who is a senior and a resident of Surrey or White Rock, is an Honourary Member.*

Duties of Members

2.5 Every Member must uphold the Constitution of the Society and must comply

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with these Bylaws, the Code of Conduct and the Rules, copies of which will be provided to each Member.

- 2.6 *Every Member must make an annual volunteer contribution of work performed for the Society or a monetary equivalent, as determined by the Board.*
- 2.7 Every Member must comply with all applicable agreements, regulations, bylaws, policies and codes of practice established by the City of Surrey.
- 2.8 A Member who is assisted by a non-member helper to maintain his or her garden plot or pathways must be present at all times when the non-member helper is assisting with the garden plot or pathways.

Amount of membership dues

- 2.9 The Board determines the amount of the membership dues. Membership dues are payable only at the time an applicant becomes a Member.

Member not in good standing

- 2.10 A Member is not in good standing if that Member fails to pay the membership dues, the volunteer contribution fee, or the annual garden plot rental fee; fails to comply with the Constitution, these Bylaws, the Code of Conduct, or the Rules. *When a Member is not in good standing, the Board may, following a vote on the matter, revoke his or her membership, order the forfeiture of his or her garden plot or order other disciplinary action as determined by the Board.*
- 2.11 *When a Member is not in good standing and is subject to revocation of his or her membership, forfeiture of his or her garden plot or other disciplinary action, the Board must notify that Member in writing fourteen (14) days prior to the vote by the Board. The Board’s notice must state the reason for the proposed disciplinary action, and provide relevant facts and information relating to the alleged failure to pay dues or fees, or the alleged contravention of the Constitution, these Bylaws, the Code of Conduct, or the Rules.*
- 2.12 *A Member who has received the Board’s notice referred to in 2.12, may request to appear before the Board to explain his or her actions prior to the Board’s vote on the matter.*

Member not in good standing may not vote

- 2.13 A voting Member who is not in good standing
 - a) may not vote at a General Meeting, and
 - b) is deemed not to be a voting Member for the purpose of consenting to a resolution of the voting Members.

Termination of membership

- 2.14 When a Member is not in good standing, his or her membership in the Society is terminated on the date determined by the Board, after the Board has voted on the matter.
- 2.15 A Member ceases to be a Member by:

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- a) delivering his or her written resignation to the Secretary, mailing it to the mailing address of the Society, or emailing it to the email address of the Society;
- b) verbally advising the Board of his or her resignation. The resignation takes effect after the Secretary confirms in writing the verbal resignation;
- c) giving up or abandoning his or her garden plot;
- d) no longer residing in Surrey or White Rock;
- e) revocation of his or her membership by the Board in accordance with these Bylaws or the Rules.

Part 3 - Dues and Fees

Membership Dues

- 3.1** *The amount of the one-time membership dues, the annual plot rental fees, the Associate Member fee, the volunteer contributions, gate key fee and any other fees, must be determined by the Board, communicated to Members as outlined in the Rules, and posted on the Society’s website prior to February 1st.*
- 3.2** *A Member must pay his or her annual plot rental fee on or before February 28th.*
- 3.3** *An Associate Member must pay the Associate Member fee after the Board has accepted him or her as an Associate Member.*

Plot Rental Fees

- 3.4** *Only one (1) annual plot rental fee is payable per garden plot regardless of whether one (1) or two (2) Members are assigned to that plot.*
- 3.5** *Annual plot rental fees that have not been paid as at February 28th are subject to a late fee penalty determined by the Board, and must be paid within fourteen (14) days of notice from the Board. A Member with unpaid penalty fees is not in good standing.*

Volunteer Contributions

- 3.6** *A volunteer contribution is payable for each garden plot regardless of whether one (1) or two (2) Members are assigned to that plot. The volunteer contribution must be paid by February 28th.*

Refund of Dues, Fees

- 3.7** *Fees, volunteer contributions or dues paid shall not be refunded except in exceptional circumstances, and only if approved by the Board.*

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PART 4 - GENERAL MEETINGS OF MEMBERS

Time and place of General Meetings

4.1 A General Meeting must be held at least once each calendar year, but not more than fifteen (15) months after the previous General Meeting, at the time and place determined by the Board.

4.2 A notice specifying the date, time and place of a General Meeting must be given fourteen (14) calendar days in advance to all Members by email or, at the request of any Member, by regular mail at that Member’s mailing address on record with the Society. *Notices of all General meetings will be posted fourteen (14) in advance on the Society’s web site:*

www.dunsmuircommunitygardens.ca

or Blog:

<http://dunsmuirgardengroup.blogspot.com/>

4.3 General meetings of Members will be guided by Robert’s Rules of Order.

Notice of Special Business

4.4 A notice of a General Meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.

Ordinary Business at a General Meeting

4.5 At a General Meeting, the following business is ordinary business:

- a) adopt the agenda;
- b) consideration of any financial statements of the Society presented to the meeting;
- c) consideration of the reports, if any, of the Directors, Committee Coordinators or auditor;
- d) election or appointment of Directors;
- e) appointment of Committee Coordinators and an auditor, if any;
- f) business arising out of a report of the Directors not requiring the passing of a Special Resolution.

Chair of General Meeting

4.6 The following Member is entitled to preside as the Chair of a General Meeting:

- a) the Member, if any, appointed by the Board to preside as the Chair;
- b) if the Board has not appointed a Member to preside as the Chair or the Member appointed by the Board is unable to preside as the Chair,
 - i) the President,
 - ii) the Vice-President, if the President is unable to preside as the

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Chair, or

- iii) one of the other Directors present at the meeting, if both the President and Vice-President are unable to preside as the Chair.

Alternate Chair of General Meeting

- 4.7** If there is no Member entitled under these Bylaws who is able to preside as the Chair of a General Meeting within fifteen (15) minutes from the time set for holding the meeting, the voting Members who are present must elect a Member present at the meeting to preside as the Chair.

Quorum required

- 4.8** Business, other than the election of the Chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a General Meeting unless a quorum of voting Members is present.

Quorum for General Meetings

- 4.9** The quorum necessary for the transaction of business at a General Meeting is 10% of the voting Members.

Lack of quorum at commencement of meeting

- 4.10** If, within thirty (30) minutes from the time set for holding a General Meeting,
- a) quorum of voting Members is not present,
 - b) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and
 - c) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 4.11** If, at any time during a General Meeting, there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by Chair

- 4.12** The Chair of a General Meeting may, or, if so directed by the voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned General Meeting

- 4.13** It is not necessary to give notice of a continuation of an adjourned General Meeting or of the business to be transacted at a continuation of an adjourned

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General Meeting except that, when a General Meeting is adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at a General Meeting

4.14 The order of business at a General Meeting is as follows:

- a) elect a Member to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last General Meeting;
- e) deal with unfinished business from the last General Meeting;
- f) if the meeting is an annual General Meeting:
 - i) receive the Directors’ report on the financial statements of the Society for the previous financial year, and the auditor’s report, if any, on those statements;
 - ii) receive any other reports of Directors’ and Committee Coordinators’ activities and decisions since the previous annual General Meeting;
 - iii) elect or appoint Directors;
 - iv) Members select Committees to serve on;
 - v) appoint an auditor, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

Voting

4.15 Only Members in good standing may vote at General Meetings. The Chair may only vote in the event of a tie vote.

4.16 At a General Meeting voting must be by a show of a voting card, or by secret ballot as directed by the Chair of the meeting.

4.17 A motion proposed at a General Meeting, if seconded, must be voted on unless the two (2) Members who proposed and seconded the motion withdraw it.

Proxy voting not permitted

4.18 Voting by proxy is not permitted.

Announcement of vote result

4.19 The Chair of a General Meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

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Matters decided at General Meeting by Ordinary Resolution

- 4.20** A matter to be decided at a General Meeting must be decided by Ordinary Resolution (a resolution passed by a simple majority of the votes cast by the voting members) unless the matter is required by the Act or these Bylaws to be decided by Special Resolution (a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members) or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.

PART 5 - DIRECTORS

Number of Directors on Board

- 5.1** The Society must have no fewer than 3 and no more than 11 Directors.

Election or appointment of Directors

- 5.2** At each annual General Meeting, the voting Members entitled to vote for the election of Directors must elect the Board. The Directors elected may serve until the next annual General Meeting.

Directors may fill casual vacancy on Board

- 5.3** The Board may, at any time, appoint a Member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during that Director's term of office.

Term of appointment of Director filling casual vacancy

- 5.4** A Director appointed by the Board to fill a vacancy will cease to be a Director at the end of the unexpired portion of the term of office of the Director whose departure from office created the vacancy.
- 5.5** The Board may, by a majority vote, remove a Director before the expiration of his or her term of office.
- 5.6** The Board may establish Committees to carry out the activities of the Society, and for its orderly and efficient operation.
- 5.7** The Board may establish Rules governing the day-to-day operation and activities of the Society.

PART 6 - DIRECTORS' MEETINGS

Calling Directors' meeting

- 6.1** A Director's meeting may be called by the President, or by any two (2) other Directors.

Notice of Directors' meeting

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6.2 At least two (2) days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

6.3 The accidental omission to give notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Directors’ meetings

6.4 The Directors may regulate their meetings and proceedings as they think fit.

Quorum of Directors

6.5 The quorum for the transaction of business at a Directors’ meeting is a majority of the Directors.

PART 7 - BOARD POSITIONS

Election or Appointment to Board Positions

7.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position:

- a) President;
- b) Vice-president;
- c) Secretary;
- d) Treasurer;
- e) Past President.

Directors at large

7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at large.

Role of President

7.3 The President is the Chair of the Board and is responsible for supporting the other Directors in the execution of their duties, and presides as Chair at all General and Board meetings. The President is the Society’s administrative liaison with the City of Surrey.

Role of Vice-President

7.4 The Vice-President is the Vice-Chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

Role of the Past President

7.5 The Past President is responsible for providing advice to and assisting the President in the execution of his or her duties, and may carry out the duties of the President when neither the President nor the Vice-President are able to

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act.

Role of Secretary

7.6 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of General Meetings and Directors’ meetings;
- b) taking minutes of General Meetings and Directors’ meetings;
- c) keeping the records of the Society in accordance with the Act;
- d) conducting the correspondence of the Board;
- e) filing the annual report of the Society and making any other filings with the registrar under the Act; and
- f) maintaining custody of the Society’s records and documents, except those held by the Treasurer, during his/her term of office.

Absence of Secretary from meeting

7.7 In the absence of the Secretary from a Board meeting, the Board must appoint another Board Member to act as Secretary at the meeting.

Role of Treasurer

7.8 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the Members or other sources;
- b) keeping accounting records in respect of the Society’s financial transactions;
- c) preparing the Society’s financial statements;
- d) making the Society’s filings respecting taxes; and
- e) preparing and establishing budgets.

7.9 On the recommendation of the Treasurer, and if approved by a majority vote at an annual General Meeting, the Society may borrow money.

PART 8 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of Directors

8.1 These Bylaws do not permit the Society to pay a Director any remuneration for being a Director, but the Society may, subject to the Act and the Rules, pay remuneration to a Director for other services provided by the Director to the Society in another capacity.

Signing authority

8.2 A contract or other record to be signed by the Society must be signed on

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behalf of the Society

- a) by the President, together with one other Director;
- b) if the President is unable to provide a signature, by the Vice-President together with one other Director;
- c) if the President and Vice-President are both unable to provide signatures, by any two (2) other Directors; or
- d) in any case, by one or more Members authorized by the Board to sign the record on behalf of the Society.

Part 9 - Committees

- 9.1** Members may volunteer to work on any Committees in order to carry out the Society's activities.
- 9.2** Members of a Committee must appoint a Coordinator if no Member volunteers to be the Coordinator.
- 9.3** The Coordinator is responsible for managing the work of a Committee to the best of his or her skills and abilities.
- 9.4** The Coordinator must work closely with, and under the direction of, the Board to determine annual operating priorities, budgets, and to manage other issues within the Committee; and communicate and coordinate job tasks, schedules and resources with other volunteers on the Committee.
- 9.5** The Committees established by the Board and the activities of those Committees are described in the Rules.
- 9.6** The hours of work carried out by a volunteer on a Committee counts as volunteer time for the purpose of determining a Member's volunteer contribution for the year.