

Society Bylaws

Name of Society: Banff Greenhouse Gardening Society

The purposes of the society are:

- a. Establish and operate community greenhouse/gardening projects.
- b. Promote public interest in organic gardening.
- c. Provide educational opportunities related to gardening, organic gardening and healthy living through food production and food processing.
- d. Collaborate with other educational institutions, organizations and government bodies to provide educational opportunities.
- e. Foster a sense of community and to develop a public gathering place through gardening and gardening related events.

Membership

1. Membership fee, if any, in the society shall be determined, from time to time, by the members at the general meeting. Any person residing in Banff and being of the full age of 18 years may become a member according to the defined criteria and upon payment of a fee. Any person under the age of 18 years may in the same manner become a member. Pre-payment of fee will be required to become a member.
2. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause the society may deem reasonable.

President

3. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

Board of Directors

4. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
5. 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 may be called on the

instructions of any two members provided they request the President in writing to call such meeting and state the business to be brought before this meeting. Meetings of the Board shall be called by eight days notice by fax, phone or e-mail. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board 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.

6. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as a director before the appointment or election or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
7. Any director or officer upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

Secretary

8. It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer 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 Board.
9. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

Treasurer

10. 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 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. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

Auditing

- 11.** The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society 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 in each year shall be January 01-December 31.
- 12.** The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

Meetings

- 13.** This society shall hold an annual meeting on or before March 31st in each year, of which notice in writing to the last known e-mail address of each member shall be delivered 8 days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer (or Secretary-Treasurer) and two or three directors (maximum 7 members/minimum 5) . The officers and directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the society.
- 14.** General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known e-mail address of each member, sent eight days prior to the date of such meeting. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meeting and state the business to be brought before this meeting. Notification of this meeting will be by e-mail sent eight days prior to the meeting.
- 15.** 4 members in good standing shall constitute a quorum at any meeting.

Voting

- 16.** Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

Remuneration

- 17.** Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the association shall receive any remuneration for his/her services.

Borrowing / Purchasing Powers

18. For the purpose of carrying out its objects:

- i. The society may borrow or raise or secure the payment of money in such manner as it thinks fit;
- ii. To pay out funds of the society for all or any expenses of or incidental to formation or organization thereof for which the society may consider necessary;
- iii. To enter into any agreement with any authorities, federal, provincial, municipal, regional or other, or corporations, associations or societies or person which may seem conducive to the attainment of the purposed of the society, or any of them, and to obtain from any such body or person any rights, privileges and concessions which the society may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

These powers shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

Pecuniary Benefit

19. No member of the society shall derive any pecuniary benefit from membership in the society by way of profits, or capital distribution or in any other way, but this shall not apply to any member insofar as he may serve as an employee of the society who shall be entitled, notwithstanding membership, to receive reasonable remuneration for such services as he may perform.

Distribution of Property Upon Winding Up

20. In the event that the society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to the Town of Banff.

Bylaws

21. The Bylaws may be rescinded, altered or added to by a "Special Resolution".