

BYLAWS OF THE MASTER GARDENERS ASSOCIATION OF BC

Article 1 GENERAL

- 1.1 The Master Gardeners Association of BC is sponsored by and affiliated with the VanDusen Botanical Garden Association.
- 1.2 The official journal of the Society shall be the Newsletter, which shall be published 4 times a year in March, June, September and December, or as otherwise determined by the Council.
- 1.3 The Council may prescribe from time to time Policies and Procedures (not inconsistent with these bylaws) as deemed necessary to conduct the affairs of the Society.

Article 2 MEMBERSHIP

- 2.1 Membership shall be open to the following:
 - a. Master Gardeners - those persons who have completed training acceptable to the Society, completed the required number of volunteer hours, and have been awarded their certificates. Master Gardeners are entitled to receive notice of, attend and vote at all general meetings of the Society and to hold office.
 - b. Student Members - those persons who have been accepted for enrollment as students in the training course established by the Society until such time as they are awarded their certificates. Student Members are entitled to receive notice of and attend all general meetings, but are not entitled to vote at general meetings of the Society and are not entitled to hold office.
 - c. Life Members - Master Gardeners who are unable to continue to complete the volunteer hours required, who have previously made a significant contribution and who wish to remain a part of the Society may be recommended by the Membership Committee, and upon approval by the Council, may become Life Members. Life Members are entitled to receive notice of and attend all general meetings of the Society, but are not entitled to vote at general meetings of the Society and are not entitled to hold office.
 - d. Associate Members - Master Gardeners, who for reasons of health, work, travel or other approved leaves of absence, are unable to complete the volunteer hours required for any one year, but who wish to remain a part of the Society, may apply to the Council and, upon approval of the Council, become Associate Members for that year. Associate Members are entitled to receive notice of and attend, but are not entitled to vote at general meetings of the Society and are not entitled to hold office.
 - d. Honorary Members - people from outside the Society recognized by the Council for their significant contribution to the affairs of the Society. Honorary Members are entitled to receive notice of and attend, but are not entitled to vote, at general meetings of the Society and are not entitled to hold office.

- 2.2 Membership dues - The directors will determine the amount of the first annual dues, if any. Thereafter the annual general meeting of the society will determine the amount of the annual dues, if any.
- 2.3 A member ceases to be in good standing if she or he has failed to complete the required number of volunteer hours.
- 2.4 Master Gardeners and Student Members are required to be members of a botanical garden in their region or the nearest alternative as specified by their local chapter. Those living in the Greater Vancouver Regional District are required to be members in good standing of the VanDusen Botanical Garden.
- 2.5 All members of the Society are expected to maintain and conduct themselves in a high standard of integrity and discipline when acting for the Society.
- 2.6 Master Gardeners may not use the title Master Gardener in advertising for hire or reward.
- 2.7 A person ceases to be a member of the Society:
- a. on receipt by the Society of the person's resignation in writing, or on a later date specified in the resignation;
or
 - b. on his or her death;
or
 - c. on having been a member not in good standing in accordance with Bylaw 2.3 for 12 consecutive months;
or
 - d. on failing to become a member of a local botanical garden within 90 days after receiving a notice from the Society that the person's membership has lapsed. VanDusen Botanical Garden membership is a requirement only for members residing in the Greater Vancouver Regional District;
or
 - e. on cancellation of his or her membership in accordance with Bylaw 2.8
- 2.8 The Council may, by resolution passed at a meeting of Council, cancel the membership of a member for failing to meet the requirements of Bylaw 2.5. The person whose membership is the subject of the proposed resolution shall be entitled to receive not less than 14 days' notice of the meeting at which the proposed resolution will be debated, which notice shall include a brief statement of the reason or reasons for the proposed membership cancellation, and shall be given a reasonable opportunity to be heard at a meeting before the resolution for cancellation is put to a vote.
- 2.9 Members not in good standing may apply to the Membership Committee for reinstatement. The recommendation of the Membership Committee will be presented to council for approval.

Article 3
COUNCIL

- 3.1 The governing body of the Society will be the Council, the membership of which will consist of the following:
- 3.1.1 The President and the immediate Past President or President Elect, notwithstanding any provisions of the bylaws relating to the maximum duration of Council terms.
- 3.1.2 Sixteen (16) members elected from throughout the province to give the Council equitable geographic representation.
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| eg. Vancouver City, Richmond | 4 members |
| North & West Vancouver, Bowen Island | 2 members |
| Vancouver Island, Gulf Islands | 2 members |
| Delta, Tsawassen, Surrey, White Rock, Pt. Roberts | 2 members |
| Burnaby, New Westminster | 1 member |
| Coquitlam, Pt. Coquitlam, Pt. Moody, Maple Ridge, Pitt Meadows | 1 member |
| Abbotsford, Aldergrove, Chilliwack, Langley | 1 member |
| Sechelt | 1 member |
| Summerland, Kamloops | 1 member |
| Prince George | 1 member |
- 3.2 Election of Members of Council:
- 3.2.1 Nominations by the Nominating Committee - at least 12 weeks prior to the annual general meeting of the Society the Nominating Committee shall prepare and issue a list of one (1) nominee for each vacancy of elected members of Council falling due at the time of the approaching annual meeting. The Society shall circulate the list to all members at least 12 weeks prior to the annual general meeting.
- 3.2.2 Nominations by Members of the Society - Nominations from any geographic region may also be made by no less than two (2) members from the geographic region. The nomination must be made on the prescribed form and must be signed by the two (2) nominators and by the nominee. These nomination papers must be returned to the Nominating Committee at least six (6) weeks before the annual general meeting. Nomination papers not received within six (6) weeks of the annual general meeting will not be accepted.
- 3.2.3 If no nominations are received at least six (6) weeks before the annual general meeting the nominee (or nominees if there is more than one (1) position to be elected in respect of a region) of the Nominating Committee will be elected by acclamation in that region.
- 3.2.4 Voting for Council shall be by mail-in-ballot. The Election Committee shall mail uniquely numbered ballots and from each candidate a statement that fits on half of one side of an 8x11 piece of paper to each member in good standing no later than thirty (30) days before the annual general meeting. Ballots returned other than by hand must be received by the Society by the day of the annual general meeting before the meeting commences in order to be counted. Members may choose to place their ballots in the ballot box provided at the annual general meeting. Ballots received after the conclusion of the annual general meeting will

not be counted.

3.2.5 Counting of votes - Within three (3) days after the day of the annual general meeting the members of the Election Committee will count the ballots and the elected councilors will be informed immediately by the Chair of the Election Committee. The successful candidate will be the person who receives the highest number of votes cast. In the event of a tie the Election Committee will decide the outcome by the toss of a coin.

3.2.6 The Council may make any regulations regarding the nominations and election process that are not inconsistent with these bylaws and shall give reasonable notice to the members of applicable deadlines for the nomination and election of Council members.

3.3 Terms of office of members of the Council

3.3.1 The term of office for all members of council shall be two (2) years. All are eligible for election for a further two (2) year term in the same position.

3.4 Removal from office - the office of a member of Council shall be deemed to be vacated under the following circumstances:

3.4.1 upon the Council member ceasing to be a member of the Society.

3.4.2 upon the death, incapacity or departure from residency in the province of British Columbia.

3.4.3 upon the written resignation of the member sent to the address of the Society.

3.4.4 upon removal in accordance with the Society Act.

3.5 Vacancy - In the case of a vacancy on Council, another member may, according to the discretion of the Council and subject to the Society Act, either be elected or appointed by ordinary resolution, to serve the balance of the term. Filling a vacancy will apply to the term of office as in 3.4.1.

3.6 Duties of Council - The duties of Council, which has the ultimate responsibility for the actions, decisions and policies of the Society shall include:

3.6.1 The general conduct and management of the property and business of the Society.

3.6.2 Ratification of the annual budget.

3.6.3 Such duties and functions as may be provided in the bylaws and the Society Act.

3.7 Meetings of the Council:

3.7.1 A meeting of the Council shall be convened at such times as may be determined by the Council or upon the call of the President. A quorum for the transaction of business is a majority of the members of Council in office.

- 3.7.2 The incoming Council shall convene within four (4) weeks of the annual general meeting to elect the President-elect and the Vice- presidents and to transact such further business as may be necessary. The Vice-presidents shall be elected from the Council members and shall be at least five (5) in number and may be increased at the discretion of the Council.
- 3.8 Notice of Meetings – One (1) week notice of meetings of Council shall be given if notice is given by fax, email or personal delivery. If notice is given by mail such notice shall be mailed at least two (2) weeks prior to the meeting.
- 3.9 Meetings by other means - Where all members have consented, any member may participate in a meeting of the Council by any other means by which all persons participating in the meeting may hear each other and that member shall be deemed to be present at that meeting.
- 3.10 Remuneration - The members of Council shall serve without remuneration and no such member shall receive any profit from serving in a position as such. A member of Council shall be reimbursed for expenses incurred in the performance of duties for the Society, subject to the approval of other members of Council.

Article 4 EXECUTIVE COMMITTEE

- 4.1 Executive Committee of the Council - The Executive Committee of the Council shall consist of the President (as chair), either the immediate Past President or the President Elect, and the Vice-presidents.
- 4.2 Subject to the power of the Council to restrict the powers of the Executive Committee from time to time, the Executive Committee may during intervals between meetings of Council assume the powers of Council in the administration of the Society's affairs.
- 4.3 Meetings of the Executive Committee may be held at any time or place to be determined by the members of the Executive Committee, provided that forty- eight (48) hours notice shall be given other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. A majority of the members of the Executive Committee shall constitute a quorum.

Article 5 NOMINATING COMMITTEE

- 5.1 Membership of the Nominating Committee - the Nominating Committee shall consist of five (5) members from the general membership plus the President, President Elect and the immediate Past President. The Council shall elect the 5 (five) members of the Committee at least six (6) months before the annual general meeting.
- 5.2 Term of office - two (2) years
- 5.3 Duties of the Nominating Committee - The Nominating Committee shall prepare a slate of nominations for elected members of Council for presentation to the membership and a slate for officers of the Society to be presented to the Council.

Article 6
COMMITTEES GENERALLY

- 6.1 The Council may strike committees as it deems necessary, and define the terms of reference. Chairs of all committees, who must be members in good standing, must be approved by Council.
- 6.2 Every committee shall keep regular minutes or reports of its proceedings and shall report on committee activities to the Council when requested.
- 6.3 The committees shall act in an advisory capacity to the Council. The Chairs of committees shall attend meetings of the Council when requested.
- 6.4 Any committee may meet and adjourn as it thinks proper. A majority of members of a committee shall constitute a quorum.
- 6.5 Election Committee - Should an election be necessary, the Executive Committee shall appoint an Election Committee comprised of five (5) members who are not Council members at least six (6) weeks prior to the annual general meeting.

Article 7
OFFICERS OF THE SOCIETY

- 7.1 Elected Officers - The elected officers of the Society shall be the President, either the immediate Past President or the President Elect, the five (5) Vice-presidents.
- 7.2 Duties of the Officers
- 7.2.1 President -The President is entitled to preside at all meetings of the Society, including the annual update seminar and shall be an ex-officio member of all committees of the Council. The President shall exercise a general overview over the management and affairs of the Society and provide liaison with other gardening associations and educational facilities (e.g. VanDusen Botanical Garden, Summerland Ornamental Garden, Malaspina University-College). The President shall perform other duties as may be assigned by the Council.
- 7.2.2 Vice-presidents - Each Vice-president shall have such powers and responsibilities as the President may delegate or as the Council may prescribe. Specific responsibilities of Planning and Governance, Meetings and Special Events, Education, Communication, and Finance will constitute the basic Vice-presidential portfolios.
In the absence or disability of the President, the Executive Committee may appoint one of the Vice-presidents who shall be vested with all the powers and perform all the duties of the President during the absence or disability of the President.
- 7.2.3 The Vice -president Communications shall be responsible for the custody of, and the preparation and distribution of the minutes and agenda of the Council meetings, Executive meetings and the general meetings.

7.3 Election of the Officers

- 7.3.1 Nomination of the President Elect - At least four (4) weeks prior to the meeting of Council at which the President Elect is to be elected, the Chair of the Nominating Committee shall send to all the members of Council the nomination of the Nominating Committee. Additional nominations may be made in writing and signed in each case by two (2) members of the Council with the signed consent of the nominee to act if elected. All additional nominations shall be sent to the Chair of the Nominating Committee before the aforementioned meeting.
- 7.3.2 Election of the President Elect - Approximately one (1) year prior to the expiration of the term of office of the incumbent President, the Council shall elect a President Elect from among current or past members of Council who have served at least one (1) term. The President Elect shall become or continue as a member of Council. The President Elect shall replace the immediate Past President as a member of the Executive Committee of Council and shall take office as President on the completion of the ordinary term of the incumbent without further election.
- 7.3.3 Nomination of Vice-presidents - At least two (2) weeks prior to the meeting of the incoming Council the Chair of the Nominating Committee shall send to all members of the incoming Council the nominations for Vice-presidents of the Society together with a list of all the members of the incoming Council. Additional nominations from the incoming Council may be made in writing signed by two (2) members of the incoming Council with the signed consent of the nominee to act if elected. All additional nominations shall be sent to the Chair of the Nominating Committee before the aforementioned meeting.
- 7.3.4 Election of the Vice-presidents - The Vice-presidents shall be elected by the Council from among the Council members nominated at the first meeting of the incoming Council.

7.4 Terms of office of the elected officers

- 7.4.1 President - The President shall hold office for two (2) years and shall not be eligible for re-election to the same office. In the event of the death, resignation or removal of the President or the President's inability to serve because of ill health the Council shall elect a replacement from among current or past members of Council to serve the balance of the term.
- 7.4.2 Immediate Past President - The office of the immediate Past President shall be vacated upon the election of the President Elect.
- 7.4.3 Vice-presidents - The Vice-president shall hold office for two (2) years and shall be eligible for re-election to the same office for one (1) additional consecutive term.
- 7.4.4 Office term - The elected officers shall hold office until their successors are elected or appointed. The elected officers may be removed from office for cause as outlined in the Society Act.

Article 8
MEETINGS OF MEMBERS OF THE SOCIETY

- 8.1 General meetings of the society shall be held at such time and place as the Council may determine. A quorum shall be 25 members entitled to vote who are present in person.
- 8.2 The Annual General Meeting shall be in November.
- 8.3 The notice of a general meeting shall specify the place, day and time of the meeting, and the general nature of the business to be transacted at the meeting.
- 8.4 In the conduct of all meetings Robert's Rules of Order shall be the parliamentary authority.
- 8.5 Vote - At meetings of the members every question shall be determined by a simple majority of votes unless otherwise specifically provided by the Society Act.
- 8.6 Voting by proxy is not permitted.
- 8.7 The bylaws of the Society may be repealed or amended and new bylaws may be enacted by special resolution.

Article 9
NOTICE OF MEETINGS

- 9.1 A notice, statement or report may be given or delivered by the Society to any member either by delivery to the member personally or by sending it by mail, fax or e-mail to the address the member has provided to the Society.
- 9.2 A notice, statement or report sent by fax or e-mail shall be deemed to have been given on the day, Saturdays, Sundays and holidays excepted, it was faxed or e-mailed and a fax confirmation report confirming or e-mail delivery receipt shall be sufficient proof that the notice has been given. A notice sent by mail shall be deemed to have been given on the third day, Saturdays, Sundays and holidays excepted, following the date of mailing and a certificate signed by the officer of the Society that the notice was properly addressed and put in a Canadian post office receptacle will be conclusive evidence thereof.
- 9.3 Notice of every general meeting shall be given to every member who has the right to receive notices of general meetings and is shown on the register of members on the day the notice is given. No other person except the auditor of the Society shall be entitled to receive notice of any such meeting.
- 9.4 Accidental error or omission in giving notice, and the non-receipt of a notice of any meeting or any adjournment of a meeting, shall not invalidate such meeting or make void any proceedings taken at the meeting.

Article 10
FINANCIAL MATTERS

- 10.1 The Society may not borrow money.
- 10.2 All cheques must be signed by the Vice-president of Finance and at least one (1) other officer or member of Council whom Council has designated as a signing officer.
- 10.3 Fiscal year - The fiscal year of the Society shall terminate on the 31st day of December each year.
- 10.4 Financial statements - At each annual general meeting of the Society Council shall present to the members financial statements as required by the Society Act.