

Bylaws

of

Hayfield Horizon Gardening Association the “Society”

1. Definitions and Interpretations

Definitions

1.1. In these Bylaws:

“Act” means the [Societies Act](#) of British Columbia as amended from time to time;

“Applicant” means any individual who has applied for and is waiting to receive a Plot;

“Board” means the directors of the Society;

“Bylaws” means these Bylaws as altered from time to time;

“Dues” means the annual fee payable to the Society by an Applicant or Member, as applicable, for the use of a Plot during the Year;

“Flower Bed” means anywhere flowers are planted to improve the beauty of the community garden, and are not Plots;

“Member” means any individual who has paid their Dues for the current Year and has been assigned a Plot;

“Plot” means one of the regular community garden plots managed by the Society, and cared for, planted, and harvested by a Member, and are not Flower Beds;

“Special Resolution” means a resolution passed at a general meeting by at least $\frac{2}{3}$ of the votes cast by the voting members or a resolution consented to in writing by all the voting members;

“Vacant” means a Plot is no longer in the care of a Member, and is available;

“Waitlist” means the list of Applicants maintained by the Board;

“Year” means the period from when the annual notice for Dues is emailed to Members (see *Table I*), to the following instance the annual notice is emailed to Members.

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.

2. Members

Application for Membership

- 2.1. A person may apply to the Board for membership in the Society, and the person becomes a Member when
 - (a) a Plot becomes available for the Applicant’s use, and
 - (b) the Board accepts payment of the Applicant’s Dues.

Renewal of Membership

- 2.2. Any Member who pays their Dues by the deadline in *Table I* and cultivates their Plot by the deadline in *Table I* will have their membership in the Society renewed each Year, unless they have failed to adequately care for their Plot as described in paragraph 2.32.
- 2.3. A Member whose membership is not renewed, for whatever reason, may reapply to the Board for a spot on the Waitlist as an Applicant at any time.

Dues and Planting Schedule (Table 1)

- 2.4. As described in these Bylaws, an Applicant or Member, as applicable, must pay the Dues and plant their Plot in accordance with the dates set out in *Table 1* to maintain their membership and use of a Plot.

Table 1: Dues and Planting Schedule

January 15	February 1	February 15	May 1	June 1
Notice for Dues emailed to current Members as well as waitlisted Applicants based on the number of Vacant Plots.	Annual Dues must be paid by this date	Plots not yet paid for are given to next Applicant on the Waitlist	Plots must be planted by this day	Plots not yet planted are given to next Applicant on the Waitlist

Duties of Members

- 2.5. Every Member must
- uphold the constitution of the Society,
 - comply with these Bylaws and,
 - plant and maintain at least one Plot.

Amount of Membership Dues

- 2.6. The amount of the annual Dues must be determined by the Board, and may be adjusted each Year before notice to collect Dues is sent out (see *Table 1*).
- 2.7. Dues are non-refundable.

Member not in good standing

- 2.8. A Member is not in good standing if the Member
- fails to pay the Member's Dues, or
 - fails to cultivate the Member's Plot, and
 - the Member is not in good standing so long as the Dues remain unpaid past the due date set in *Table 1*, or the Plot remains unplanted past the due date set in *Table 1*.

Termination of membership if Member not in good standing

- 2.9. A person's membership in the Society is terminated if the person is not in good standing for four consecutive weeks, unless the Member has applied for and received a temporary exemption from the Board, at the sole discretion of the Board.

Termination of membership generally

- 2.10. A person's membership in the Society terminates and any Plots cared for by that Member are considered Vacant when:
- (a) the membership terminates in accordance with the Bylaws;
 - (b) a person's membership is not renewed as provided in paragraph 2.32;
 - (c) the Member resigns;
 - (d) the Member dies;
 - (e) the Member is expelled by Special Resolution.

Waitlist and Plot assignment

- 2.11. Vacant Plots will be assigned to Applicants by the Board based on a first come first served basis, as recorded in the Waitlist, except as provided in paragraph 2.13.
- 2.12. Existing Members may keep their existing Plot by paying their Dues and planting according to the schedule in *Table 1*.
- 2.13. Existing Members may apply to the Board for a different Plot. When that different Plot becomes available, the Plot will be assigned to any Member on a first come first served basis and in priority over non-Member waitlisted Applicants. The existing Member's previous Plot will become available for the next Member or Applicant on the Waitlist, as applicable.
- 2.14. If at any point during the Year, a Member gives the Board notice that they will no longer be able to care for their Plot, the Plot will come into the care of whoever is next on the Waitlist on the date given in the Member's notice.
- 2.15. Applicants who receive a Plot after the final due date for planting according to *Table 1* will become a regular voting Member at the start of the next Year when they pay their Dues. These Applicants do not need to pay Dues until that time.
- 2.16. Each Member is entitled to the care and harvest of only one Plot per Year, unless there are more Plots available and there are no Applicants on the waitlist. In the following Year,

Members with more than one Plot will need to surrender their additional Plots to new Applicants on the Waitlist.

- 2.17. Plot assignment must be made through the priority of the Waitlist. Plots may not be transferred to friends or family members in order to circumvent the Waitlist, unless, the following conditions are considered satisfied by the Board:
- (a) the outgoing Member designated an alternate caretaker of their Plot at the beginning of the Member's membership,
 - (b) the designated alternate caretaker has shared responsibility for the Plot throughout the Member's membership, and
 - (c) the outgoing Member provides notice to the Board of their resignation.
- 2.18. If the conditions in section 2.17 are considered satisfied by the Board, the designated alternate caretaker is deemed to be the Member for that Plot.

Caring for your Plot

- 2.19. Any building material, lattice, netting, or inorganic structure deemed unsightly by the Board must be removed by the Member caring for that Plot upon notice from the Board.
- 2.20. The Board may authorize someone of their choosing to remove materials from a specific Plot after issuing notice to the Member of the Plot three consecutive times over a period of six weeks.
- 2.21. No structure or plant may be taller than two meters.
- 2.22. Each Member is responsible for keeping weeds to a minimum in their Plot, and on the walkway immediately adjacent their Plot.
- 2.23. The Board may authorize someone of their choosing to trim plants that are too tall, or deadhead weeds if any Plot becomes overgrown as deemed by the Board.
- 2.24. Non-organic pesticides, herbicides, and fertilizers are not permitted.
- 2.25. A Member must remain on site while watering their Plot.
- 2.26. Any Member must contact the Board if their Plot must be temporarily or permanently abandoned.
- 2.27. Any Member who is no longer able to care for their Plot for any reason whatsoever must provide notice to the Board which includes a date their plot will be Vacant. The Member is responsible to remove all non-plant material from their Plot prior to that date.

- 2.28. When possible, Members should help care for the grounds of the community garden by removing weeds, trash, or assisting with planned repairs and maintenance.

Prohibited Plants

- 2.29. Invasive weeds, plants that excessively shade neighbouring plots, plants that crowd out walkways, or otherwise become a nuisance are not permitted.
- 2.30. Any creeping herbs or groundcover that cannot be reasonably contained within a Member's assigned garden plot is not permitted.
- 2.31. The Board may produce guidelines regarding specific species that are banned, or should be avoided.

Failure of a Member to adequately care for a Plot

- 2.32. Any Member who fails to care for their Plot as described in these Bylaws may be issued a warning by the Board. Issues that are not righted within two weeks may receive a subsequent warning. Three warnings in a Year revokes the Member's right to renew their membership in the following Year, and their Plot will be considered Vacant at the beginning of that Year.

3. General Meetings of Members

Time and place of general meeting

- 3.1. A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

- 3.2. At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3. 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.

Chair of general meeting

- 3.4. The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
 - (b) if the Board has not appointed an individual to preside as the chair or the individual 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 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

- 3.5. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6. 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

- 3.7. The quorum for the transaction of business at a general meeting is three voting Members or 8% of the voting Members, whichever is greater.

Lack of quorum at commencement of meeting

- 3.8. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting Members is not present,
- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated, and

- (b) 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 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

- 3.9. 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

- 3.10. 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

- 3.11. 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 general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12. The order of business at a general meeting is as follows:
 - (a) elect an individual 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' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) 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.

Methods of voting

- 3.13. At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting Members, except that if, before or after such a vote, two or more voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

- 3.14. 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.

Proxy voting not permitted

- 3.15. Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.16. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4. Directors

Number of directors on Board

- 4.1. The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

- 4.2. At each annual general meeting, the voting Members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Removal of directors

- 4.3. The Members may by special resolution, remove a director before the expiration of his or her term of office and may elect or appoint, by ordinary resolution, an individual to serve as director for the balance of the term of the removed director.

Directors may fill casual vacancy on Board

- 4.4. 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 the director's term of office.

Term of appointment of director filling casual vacancy

- 4.5. A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

5. Directors' Meetings

Calling directors' meeting

- 5.1. A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

- 5.2. At least 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

- 5.3. 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

- 5.4. The directors may regulate their meetings and proceedings as they think fit, including meeting in-person, by telephone, or by other electronic communication means.
- 5.5. Directors' meetings held via live digital means will be considered meeting in-person.

Quorum of directors

- 5.6. The quorum for the transaction of business at a directors' meeting is three directors.

Electronic passing of resolutions

- 5.7. Directors' resolutions may be passed by email.
- 5.8. Directors' resolutions announced, voted on, and signed by email or other electronic correspondence must have responses gathered from at least $\frac{2}{3}$ of the directors.
- 5.9. Directors' resolutions passed by email require the favor of $\frac{2}{3}$ of the votes cast for the resolution to pass.
- 5.10. Any director's email or other electronic response to an electronic resolution is deemed a signature or vote for the purpose of passing such resolution.
- 5.11. Voting by email will be considered closed
- (a) at the time and date included in the original announcement, or
 - (b) when responses have been gathered from $\frac{2}{3}$ of the directors if a time and date was not specified.

6. Board Positions

Election or appointment to Board positions

- 6.1. 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.

Directors at large

- 6.2. 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

- 6.3. The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

- 6.4. 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 secretary

- 6.5. 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.

Absence of secretary from meeting

- 6.6. In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7. 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.

Duties of directors

- 6.8. All directors must act in the best interest of the Society.
- 6.9. Directors must not willfully or intentionally harm the Society or other members of the Society.

6.10. All directors must act in accordance with section 53 of the Act at all times.

7. Remuneration of Directors and Signing Authority

Remuneration of directors

7.1. These Bylaws do not permit the Society to pay a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Directors' expenses

7.2. A director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society, provided that such expenses have been approved in advance

- (a) by the president or
- (b) by the Board, or
- (c) if not approved in advance, approved after the fact by the Board.

Signing authority

7.3. A contract or other record to be signed by the Society must be signed on 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 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.