

# OTTAWA ORCHID SOCIETY CONSTITUTION

## 1. NAME OF THE ORGANISATION

The Organization shall be called "The Ottawa Orchid Society", hereinafter referred to as the Society.

## 2. OBJECTIVES OF THE SOCIETY

The objectives of the Society are, as a horticultural organization, to promote, carry out and assist in every way the knowledge, appreciation, culture, study, development, improvement and conservation of orchids of all kinds. The means by which these objectives are carried out shall be at the discretion of the Society members and the Board of Directors, and may include meetings, lectures, shows, publications, awards, etc.

## 3. MEETINGS

*3.1 Regular Monthly Meetings* Regular meetings shall be held monthly (generally from September to May) in the City of Ottawa, at places and times determined from time to time by the Board of Directors. Meetings shall be open to all members of the Society and their guests.

*3.2 General Meetings* In order to conduct business which requires a vote of the general Society membership, a General Meeting shall be held at a time and place determined by the Board of Directors. At least one such meeting shall be held each year, referred to as the Annual General Meeting. This meeting shall be held no later than 90 days following the end of the fiscal year.

At any time, if a request is made in writing by at least 25% of the membership, the Board of Directors shall convene a General Meeting; the written request must describe the objective of the General Meeting, and must be placed in the hands of a Director of the Society.

Notice of any General Meeting shall be mailed to all members at least 25 days in advance, specifying the place, the date, the hour and the purpose of the General Meeting. If any specific document is to be discussed at the meeting (for example, financial statement, constitutional amendment, etc.), a copy should be included in the mailing.

The President shall act as Chairperson of the General Meeting. In the absence or disability of the President, his or her duties shall be performed by the Vice-President; if both the President and the Vice-President are absent from the meeting, the Secretary shall call the meeting to order and a temporary Chairperson shall be chosen.

The Chairperson may, with the consent of the majority at a meeting, adjourn it to a new time and/or place, but no business shall be conducted at the adjourned meeting other than business left unfinished from the meeting from which the adjournment took place, unless fresh notice is given to all members specifying the new business.

Each member in good standing shall have one vote. All votes must be cast in person; no proxy voting is allowed. Relevant issues arising at any meeting shall be decided by a majority of votes,

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except where otherwise provided. The Chairperson shall have no vote except in case of a tie; his or her vote shall then be the deciding factor.

In questions of procedure, Robert's Rules of Order shall be used as reference.

*3.3 Board of Directors meetings* The Board of Directors shall meet at intervals to discuss the business of the Society. The agenda of Board meetings shall be set by the President in conjunction with other Board members and shall, as a minimum, include a report from each Board member. Minutes of Board meetings shall be kept by the Secretary, approved (after amendment if necessary) by vote at the following Board meeting, signed as "approved" by the President, and retained in Society records.

Any member may attend any Board of Directors' meeting upon request, and shall be entitled to raise any issue(s) of concern.

*3.4 Committee Meetings* The Chairperson of the Show Committee, and of any other Committees, shall hold committee meetings as required to accomplish the Committee objectives. The format of these meetings will be generally similar to Board of Directors' meetings; if necessary, minutes of the meetings may be kept, at the discretion of the Chairperson concerned.

*3.5 Quorum* The quorum for transactions of business requiring membership approval is one quarter (25%) of the total membership. The quorum for transactions of business requiring Board of Directors' approval is four (4). The quorum for Committee meetings is at the discretion of the Chairperson concerned.

### **4. MEMBERSHIP**

A candidate for membership must be actively interested in supporting the objectives of the Society.

*4.1 Fees* The annual fee which members shall pay to the Society shall be set by the Board of Directors. Additional fees may be charged for late payment.

*4.2 Cancellation of Membership* Any membership shall automatically terminate if the membership fees are 60 days in arrears, but the membership may be reinstated on payment of the outstanding fees (plus any additional fee for late payment).

In exceptional circumstances, a membership may be canceled at any time by a majority vote of the Board of Directors after proper investigation and hearing.

All Society offices and positions apply only to members in good standing. If their membership lapses, their role in the Society also lapses. The position becomes vacant, and shall be filled as described in paragraphs 5.1 and 6.1 below.

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## 5. PROCEDURE FOR ELECTION OF EXECUTIVE

*5.1 Election of Executive* The Executive of the Society shall consist of four members: President; Vice-President; Treasurer; and Secretary. These positions shall be filled by a vote of the general Society membership, held every second year at a General Meeting. Any vacant position at the Executive level shall be filled after the Board of Directors has called a special General Meeting, as described in paragraph 3.2; in the interim, the vacancy shall be filled by the Board of Directors.

*5.2 Nominations* In advance of an election, the Board of Directors shall establish a Nomination Committee, headed by the past President, and composed of three other Society members who are not themselves subject to election, and who are not members of the Board of Directors. The Nomination Committee shall be responsible for receiving all formal nominations for any elected position.

[Note: "Past President" would normally be the immediately preceding President, but if he or she is no longer available or no longer interested, then a previous President may be selected.]

To be valid, each nomination must include the name of the nominee, the position for which the nominee is proposed, and the signature of at least three members. The person nominated must be a member of the Society in good standing, and agree to stand as a candidate. When considering a candidate for election, the Nomination Committee shall ensure that he or she is familiar with the Job Description of the position to which they are to be appointed (see paragraph 6.5). Nominations from the floor of the meeting will be accepted, and will have equal standing to any prior nominations.

In any one election, a member may not be nominated for more than one position.

Nominations shall be received no later than the closing time announced by the President at the General Meeting at which the election takes place.

*5.3 Handover to new Executive* Following the election of a new Executive, the outgoing Executive shall ensure that all business on behalf of the Society is terminated by June 30 (including, but not limited to, all expenses associated with publication and mailing of the Society newsletter, and all outstanding Annual Show expenses). The outgoing Executive shall arrange for an audit to be carried out as soon as possible (preferably in July), with the results to be provided to the new Executive no later than September 1<sup>st</sup>.

The new Executive will take over the running of the Society on July 1, at which time they will assume financial control. All positions on the Board of Directors become vacant, and shall be filled by the new Executive as described in paragraph 6.1.

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## 6. BOARD OF DIRECTORS

The affairs of the Society shall be managed by the Board of Directors.

*6.1 Appointment of Board Members* The Executive shall be responsible for appointing Society members (after obtaining their consent) to fill the following positions:

- Show Chairperson
- Editor
- Membership Director
- Program Director
- Librarian

These positions, in addition to the elected Executive and the immediate past President, shall make up the Board of Directors. All members of the Board of Directors shall have one vote at Board of Directors' meetings.

The Board of Directors shall make every effort to fill any vacant Board positions within 30 days of their becoming vacant.

*6.2 Appointment of Representatives* In addition to the above, the Executive shall appoint Society members to fill the following positions:

- Canadian Orchid Congress (COC) Representative
- American Orchid Society (AOS) Representative
- Conservation Representative

### *6.3 Terms of Service*

*a) Elected positions* The normal term of service shall be for a two year period. A person shall not serve for more than two consecutive terms (four years) in any single elected position on the Board of Directors, and total service shall not exceed four consecutive terms (eight years). After a break of at least one term, a person may be elected for further service, with the same limitations as given above. [Note: these limitations include any period of service as Past President].

*b) Appointed positions* The normal term of service for appointed positions is also for a two year period, but there is no restriction on the number of terms, consecutive or otherwise, which may be served.

*6.4 Removal of Directors* Any Director may be removed by a majority vote of the remaining Directors at any Board of Directors' meeting if, in their judgment, the person has not adequately attended to his or her duties. The Director proposed to be removed shall be given at least ten days notice of the meeting and its purpose.

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*6.5 Duties of Board Members* A description of the duties and expectations of the various Board members shall be maintained by the Society, in the form of a Job Description for each position. A brief summary follows:

### *Elected positions*

- The President shall preside at all monthly meetings as the Chairperson, and shall preside at Board of Directors' meetings.
- The Vice-President shall perform the duties of the President in his or her absence, and shall coordinate all out-of-town activities.
- The Treasurer shall be responsible for managing the Society finances and bank account(s), and for preparing financial statements as required.
- The Secretary shall keep minutes of all Board of Directors' meetings and of that portion of General Meetings which deals with formal Society business, and shall be responsible for official correspondence of the Society.

### *Appointed positions*

- The Show Chairperson shall be responsible for setting up the Annual Show Committee and organizing the Annual Show.
- The Program Director shall be responsible for organizing the program of activities for monthly meetings.
- The Membership Director shall be responsible for maintaining a record of Society membership.
- The Librarian shall be responsible for running the Society library.
- The Editor shall be responsible for publication and distribution of the Society newsletter.

The Board of Directors shall review the Job Descriptions from time to time, and shall be responsible for ensuring that they provide adequate detail, and are maintained up-to-date. Amendments to the Job Descriptions may be made at any time, and shall be approved by a majority vote at a Board of Directors' meeting.

When considering a candidate for appointment to the Board of Directors, the Executive shall ensure that he or she is familiar with the Job Description of the position to which they are to be appointed.

## **7. SOCIETY FINANCES**

*7.1 FISCAL YEAR* The fiscal year shall end on June 30 each year.

*7.2 Budget* The Treasurer shall be responsible for the preparation of an annual Society budget. A draft budget shall be presented for discussion, amendment and approval at a meeting of the Board of Directors within 60 days of the start of the fiscal year. Except as noted below, the overall objective shall be to achieve a balanced budget for the year. Membership fees should be set at a level sufficient to cover the basic operating expenses of the Society. Expenses for

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speakers and special events should be covered from Show profits or other special sources of revenue (auctions, sales, etc.).

To provide for continued financial security of the Society, a general financial goal shall be to maintain a balance in the Society accounts equivalent to the maximum potential loss from an unsuccessful Annual Show. (At the time of writing, this is estimated to be \$8,000.)

*7.3 Audit* The books and records of the Society shall be audited at least once a year, and each time a new Treasurer is elected. In advance of the audit, the Board of Directors shall establish an Audit Committee, composed of three Society members who are not themselves members of the Board of Directors. The audit shall be conducted either by the Committee (in accordance with the Terms of Reference given below) or else by an external auditor, duly qualified under the laws of Ontario, appointed by the Audit Committee.

The Audit Committee shall table, for approval by the Board of Directors, a written audit report no later than 60 days after the end of the fiscal year, or from the date of vacancy of the Treasurer's position. The audited financial statements shall be published in the Society's monthly newsletter within 30 days of acceptance by the Board of Directors of the Audit Committee's report. The President shall present the audited financial statements at the Annual General Meeting.

*7.4 Terms of Reference for Audit Committee* The Audit Committee shall audit the financial statements for accuracy and completeness, and shall verify that the statements balance and are supported as necessary by receipts and other documentation. The Committee shall ensure that all Society bank accounts are verified, as well as any outstanding cash on hand, petty cash accounts, savings certificates, etc.

Any issues raised by the Audit Committee shall be discussed and reviewed with the Board of Directors, and whenever possible shall be resolved before the report is issued. Any additional relevant documentation (for example, minutes of Board of Directors' meetings) shall be made available to the Committee on request.

The Audit Committee shall not be empowered to question the validity of decisions taken in good faith by the Board of Directors regarding the allocation of Society funds.

*7.5 Signing Officers* Cheques and contracts shall be signed by the Treasurer and by one other authorized member of the Board of Directors. In the event the Treasurer is incapacitated, two other authorized members of the Board of Directors shall sign cheques and contracts.

## 8. ANNUAL SHOW

Unless prevented by financial constraints or other exceptional circumstances, the Society shall hold an annual Show, conducted in accordance with AOS rules for Orchid Shows.

To coordinate the organization and staging of this Show, a Show Committee shall be formed, under the chairmanship of the Show Chairperson. In view of the importance of the Show to the

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overall success of the Society, the Show Chairperson shall be a full member of the Board of Directors (refer to paragraph 6.1).

Financial aspects of the Show shall be coordinated by a Show Treasurer, who is a member of the Show Committee. After the conclusion of the Show, the Show Treasurer shall provide a financial statement and records for audit by the Society Treasurer before incorporation into the Society's financial statement. Final auditing will be covered by the Society Audit Committee, as described in paragraph 7.3.

### 9. SPECIAL COMMITTEES

If and when a Special Committee is required to attend to particular business, a Chairperson shall be appointed (after obtaining his or her consent) by a majority vote of the Board of Directors. The committee Chairperson shall report to the Board of Directors.

### 10. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution may be proposed at any time by the Board of Directors. Such amendments shall be the subject of a vote of the general Society membership at a General Meeting, in accordance with the procedure described in paragraph 3.2.

Amendments may also be proposed directly by any member of the Society, either by submitting a proposal to a member of the Board of Directors for consideration, or else by convening a General Meeting through the procedure outlined in paragraph 3.2.

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(Signed original on file) Signed by:

Jeanette Arthurs  
President

Dave Cooper  
Vice-President

Pat Angehrn  
Treasurer

Elizabeth McMillan  
Secretary