

Constitution and By-laws of the Community Garden Society of Inuvik

Constitution

Article I. Name

Section 1.1.

The name of this body shall be the Community Garden Society of Inuvik, hereinafter, the Organization.

Article II. Mission

Section 2.1.

The mission of the Organization as a not-for-profit organization is to utilize the space that we occupy to allow for the production of a variety of crops in an area where fresh, economical produce is often unavailable.

Section 2.2.

The motto of the Organization is "promoting community through gardens" or "civitati faventes hortis."

Article III. Membership

Section 3.1.

Membership in the Organization shall be based on application and payment of dues, as set by the Organization. Various categories of membership may be established by the Organization.

Section 3.2.

Institutional memberships in the Organization may be established, and shall be based on application and payment of dues, as set by the Organization.

Section 3.3.

Membership will be for one calendar year beginning with the designated month in which dues are due.

Section 3.4.

Membership dues will be set at the discretion of the Board of Directors prior to the Annual General Meeting.

Section 3.5.

All individual members have voting privileges at the Annual General Meeting and at other meetings involving the membership at large. Institutional memberships are entitled to attend meetings and receive the Organization's publications, but are not entitled to voting privileges.

Section 3.6.

Membership will be restricted as per the age of majority for the Northwest Territories.

Section 3.7.

Membership will not be restricted by race, creed, color, gender, sexual orientation, or national origin.

Article IV. Offices and Duties

Section 4.1. Chairperson

The duties of the Chairperson shall be to:

- a) Act as primary contact between the coordinator and the Organization's Board of Directors and members.
- b) Conduct the meetings of the Organization's Board of Directors.
- c) Serve as a member of and conduct the meetings of the Executive Committee of the Board of Directors.
- d) Serve as the official representative of the Organization.

Section 4.2. Vice-Chair

The duties of the Vice-Chair shall be to:

- a) Assume chairperson responsibilities in the event of the absence of the chairperson.
- b) Serve as a member of the Executive Committee of the Board of Directors.

Section 4.3. Secretary

The duties of the Secretary shall be to:

- a) Record the minutes of the general meetings of the Organization.
- b) Coordinate all official correspondence of the Organization.
- c) Maintain files of pertinent information.
- d) Serve as a member of the Executive Committee of the Board of Directors.

Section 4.4. Treasurer

The duties of the Treasurer shall be to:

- a) Oversee all financial transactions of the Organization.
- b) Serve as a member of the Executive Committee of the Board of Directors.

Section 4.5. Board of Directors

- a) The Board of Directors shall consist of at least 6 but no more than 10 individuals drawn from a variety of backgrounds and expertise.
- b) Candidates for the Board of Directors will be nominated by and elected by the Organization's members at the annual general meeting. The Board of Directors are elected to staggered terms in order to maintain continuity.
- c) Meet at least quarterly from the date of the AGM.
- d) All Board of Directors shall have signing authority with a minimum of two signatures required.
- e) The duties of the Board of Directors shall be to:
 - 1) Provide general oversight for the activities of the Organization.
 - 2) Set policy and procedures for the Organization.
 - 3) Approve members to chair standing and ad hoc committees, and approve members of the committees.
 - 4) Approve all hired positions.
 - 5) Approve financial actions of the Organization.
 - 6) Monitor the work of paid employees.
 - 7) Monitor the work of committees.
 - 8) Establish ad hoc committees as needed.
 - 9) Delegate responsibilities as needed.
 - 10) To declare a conflict of interest if needed.

Section 4.6. Coordinator Job Description

- a) Duties as assigned by the Board of Directors on a yearly basis.
- b) Shall have signing authority with a minimum of one Board of Director signature accompanying.

Section 4.7. Assistant Coordinator Job Description

- a) Duties as assigned by the Board of Directors on a yearly basis.

Article V. Elections

Section 5.1. All members of good standing of the Organization shall be eligible for any position with the exclusion of all paid staff members. All members elected to the positions of the Board of Directors must be members in good standing of the Organization.

Section 5.2.

The membership of the Organization elects the Board of Directors.

Section 5.3. Board of Director Roles

The Board of Directors elects four (4) officers; Chairperson, Vice-Chair, Secretary, and Treasurer from among members of the Board.

Section 5.4. Voting

Only members in good standing (i.e., dues paid) are eligible to vote.

Section 5.5. Proxy Voting

Proxy voting is permitted only if both the member giving the proxy and the procurator are members in good standing and that the proxy is given in writing.

Section 5.6. Length of Office

The length of office for Board of Director positions will be as follows:

A minimum of 3 but no more than half of the directors on the board shall serve two-year terms, and the remaining directors shall serve an initial one-year term in order to achieve staggered terms. Thereafter, all terms for board members shall be for two years.

Section 5.7. Election for Board Vacancies

The Board of Director's will take nominations in the event of a vacancy and will vote to fill all vacancies with a qualified person for the remainder of the vacant term.

Article VI. Meetings

Section 6.1.

The Annual General Meeting of the Organization shall be held in May or June on a date established by the Board. Notice of the annual general meeting shall be distributed at least thirty (30) days in advance to all members. The notice will also be posted in prominent locations around town and in the local paper no less than 30 days in advance. This notice shall include AGM agenda topics.

Section 6.2.

Functions of the Annual General Meeting shall be to elect members of the Board of Directors, approve by-laws and constitutional changes if any, and approve annual reports of the standing committees. The Chairperson delivers an annual "State of the Society" address. Year-end financial reports are made available for the membership.

Section 6.3.

The quorum for conducting official Organization business at the AGM shall be the members present with a minimum of twenty (20) members or 25 percent of the paid membership, whichever is less.

Section 6.4.

Monthly or quarterly general meetings may be called by the Chairperson to conduct other business. Quorum for conducting these meetings will require 50% + 1 of the Board of Directors. These meetings will be open to the general public and members. All minutes will be made available as requested.

Article VII. Dissolution of the Organization and Disposal of Property

Section 7.1.

In the event of dissolution of the Organization, all of its assets and funds remaining after payment or provision for payment of all debts and liabilities of the Organization shall be distributed to one or more organizations which are registered as not-for-profit with Revenue Canada and which the Organization has designated as a recipient by a simple majority of members present. Notification of the membership shall be provided in writing at least thirty (30) days prior to the meeting at which such a vote is to be taken.

Article VIII. By-laws

Section 8.1.

By-laws may be added to the constitution or amended by presenting them at a meeting of which notice of this proposed by-law or amended by-law has been given to all members thirty (30) days prior to this meeting. By-laws or amendments to by-laws shall be presented to the membership by the Board of Directors. Individual members can submit proposed by-laws or amendments to the by-laws to the Board of Directors for referral to the membership. Upon approval of a two-thirds majority of the members that are in good standing, the by-law shall go into immediate effect unless otherwise specified.

Article IX. Adoption of the Constitution

Section 9.1.

Adoption of this constitution shall require a two-thirds affirmative vote of all people attending the meeting. Notice must be given to all interested persons at least thirty (30) days prior to the meeting.

Section 9.2. Amendments

- a) Proposed amendments to this constitution shall be presented to the membership by notice at least thirty (30) days prior to said meeting.
- b) Individual members may submit proposed amendments to this constitution to the Board of Directors for referral to the membership.
- c) Upon approval of two-thirds of the membership present at the meeting, the amendment shall become part of the constitution.

By-laws

Article I. Tax-Exempt Status

In accordance with the Canada Revenue Agency laws, the society will maintain its Non-Profit status. The act states that:

Organized and Operated Exclusively for Non-Profit Purposes

To qualify under paragraph 149(1) (l), an association must be both organized and operated exclusively for social welfare, civic improvement, pleasure or recreation or for any other purpose except profit. An association may also be organized and operated exclusively for any combination of these purposes. When determining the purpose for which an association was organized, the instruments creating the association will normally be reviewed. These instruments may include letters patent, articles of incorporation, memoranda of agreement, by-laws, and so on. The terms "social welfare", "civic improvement", and "pleasure or recreation" are not defined in the Act. In general terms, social welfare means that which provides assistance for disadvantaged groups or for the common good and general welfare of the people of the community. Civic improvement includes the enhancement in value or quality of community or civic life. An example would be an association that works for the advancement of a community by encouraging the establishment of new industries, parks, museums, etc. Under the categories of social welfare and civic improvement, care must be taken to ensure that the purposes of the association are not those of a charity. Pleasure or recreation means that which provides a state of gratification or a means of refreshment or diversion. Examples include social clubs, golf clubs, curling clubs, badminton clubs and so on that are organized and operated to provide recreational facilities for the enjoyment of members and their families. The phrase any other purpose except profit is interpreted as a catch-all for other associations that are organized and operated for other than commercial or financial reasons.

Article II. Organizational Regulation

Section 2.1.

The Organization will adhere to the GNWT rules for societies and ensure that all required documents are filed on a timely basis.

Article III. Standing and Ad hoc Committees

Section 3.1.

Other committees may be established by the Board of Directors as needed. Some of these Committees may include but not limited to an Audit, Operations, Program, Communication, Finance, Membership, Public Relations, Planning, Constitution/By-laws and Legal.

Section 3.2.

Ad hoc committees must be given a specific agenda to accomplish and will exist for a specific time. The Board of Directors will review the committee's work at the end of their specified term to determine their continuation.

Article IV. Rules of Order

Section 4.1.

The proceedings of the Annual General Meeting of the Board of Directors, and of the committees shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order, except as otherwise provided herein.

THE UNDERSIGNED, BEING A DIRECTOR OR AUTHORIZED OFFICER OF THE ABOVE-NAMED SOCIETY, HEREBY CERTIFIES THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF AMENDMENT(S) TO THE BY-LAWS OF THE SAID SOCIETY PASSED AT THE ANNUAL GENERAL MEETING (BY EXTRAORDINARY RESOLUTION) ON May 12, 2007.

DATED THIS 12 DAY OF June, 2007.

Mary Anne Davies
Signature

Mary Anne Davies - Secretary
Name of Director or Officer