PINE STREET COMMUNITY GARDEN SOCIETY

CONSTITUTION

1. NAME

The name of the society is the **PINE STREET COMMUNITY GARDEN SOCIETY (PSCGS).**

2. PURPOSES

The purposes of the society are:

a. to support urban agriculture by creating a public garden space for members to grow a decorative and/or edible garden.

b. to foster a sense of community and to develop a public gathering place through gardening and garden related events.

c. to provide educational opportunities to learn about urban agriculture in an interactive garden environment.

2. PINE STREET COMMUNITY GARDEN AREA

The community garden area overseen by the Society and as sanctioned by the City of Vancouver includes: The municipal lands between the north side of 6^{th} Avenue and the rail line right-of-way located between Fir Street and Burrard Street.

PINE STREET COMMUNITY GARDEN SOCIETY

BYLAWS

1.00 **INTERPRETATION**

1.01 **Definitions:**

In these bylaws, unless the context otherwise requires:

1.01.01 "directors" means the directors of the Society for the time being.

1.01.02 "registered address" of a member means the member's address as recorded in the register of members.

1.01.03 *"Society Act*" means the *Society Act* of British Columbia from time to time in force and all amendments to it.

1.01.04 *"Gardener's Manual*" means the socially governing manual denoting the acceptable practices within the community garden area overseen by and adopted by the Society from time to time in force and all amendments to it.

1.02 **Definitions in *Society Act*:**

The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

1.03 **Included Words:**

Words importing the singular include the plural and vice versa and words importing gender includes the masculine, feminine and neuter, as appropriate.

1.04 **Headings:**

The headings to the sections of these bylaws are inserted for convenience only and do not affect the construction of those sections.

2.00 **MEMBERSHIP and GARDEN PLOT ALLOTMENT**

2.01.01 The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members, in accordance with these bylaws, and have not ceased to be members.

2.01.02 Anyone actively gardening in the community garden area overseen by the Society and who's annual allotted plot membership fee is paid in full is considered a member of the Society.

2.01.03 Actively developed gardening plots located between the north side of 6th Avenue and the rail line right-of-way located between Fir Street and Burrard Street shall be designated, by the collective Board Members, as allotted plots within the Society.

2.01.04 A current list of member gardeners active within each allotted plot shall be maintained in a membership registry by the Board of the Society. The information on each active member gardener, as maintained by the Board, shall be limited to the particulars forwarded and agreeable by said active member. The purpose of the active membership registry and particulars therein shall solely be for facilitating communications from the Board (acting on behalf of the Society) towards the active member gardeners. The active membership registry list and information of the member gardeners is not to be divulged to any other active member gardener or third party without the express permission from said member gardener.

2.01.05 Each allotted garden plot, irrespective of the various sizes of the allotted plots and/or the active number of gardeners utilizing any said plot, shall be charged a minimal annual membership fee payable by the active gardeners utilizing any said plot, as determined by the members of the Society at the annual general meeting.

2.01.06 The members utilizing each plot are responsible for abiding by the Society's the constitution and bylaws, and upholding the socially governing principles of the adopted Gardener's Manual, from time to time in force and all amendments.

2.01.07 The members utilizing each plot are responsible for but not limited to the following:

(a) Keeping their plot according to any safety standards and/or maintenance standards as determined by the Society from time to time and/or responding to any complaints from the general public, neighbours, and/or notices from the Board acting on behalf of the Society.

(b) Maintaining their active membership by paying the annual allotted plot membership fee, as determined at the annual general meeting, within the reasonably allotted time frame as established by the Board acting on behalf of the Society. Non-payment of the annual membership fee within the reasonably allotted time frame as established by the Board shall be considered forfeiture of the use of said allotted plot, wherein the allotted plot shall be reassigned to the next awaiting registered person on the wait list.

(c) Confirming that their relevant contact information is current and correct.

(d) Notifying the Board in writing of their intent to temporarily and/or permanently relinquish the use of their gardening plot and/or membership.

2.01.08 Non-paying gardeners or Non-members may not inherit a plot for any reason.

2.01.09 The Board Members shall maintain a waiting list registry of persons who do not have an allotted plot and/or who wish to become an active Pine Street Community Garden member with the designated use of an allotted plot.

2.01.10 Any persons who do not have an allotted plot and/or who wish to become an active Pine Street Community Garden member with the designated use of an allotted plot must apply in writing to the membership coordinator. Upon submission of an application in writing, the membership coordinator is responsible for confirming whether or not the interested party is on the waiting list. Further, the person applying is responsible for notifying the Board of any change of their contact information.

2.01.11 Non-paying gardeners or Non-members are encouraged to apply to be on the wait list for new plots and membership.

2.01.12 When a plot is determined to be abandoned and therefore available, the appointed director shall re-assign each relinquished previously allotted plot as it becomes available (i.e., within the pre-determined reasonably selected time frame) to the earliest registered person on the waiting list registry that they have an opportunity to take over that plot and, upon acceptance by the director and payment of dues, becomes a member.

2.01.13 Persons on the stand-by list may waive any given opportunity for a plot without losing their place on the stand-by list, if they are waiting for a particular plot or area.

2.01.14 Persons on the stand-by list that are notified of an opportunity of a plot during the main growing season (March through October) shall be allowed one week to respond to the offer afforded by the current Board Member in charge of the waiting list.

2.01.15 Persons on the stand-by list that are notified of an opportunity of a plot outside of the main growing season (November through February) shall be allowed two weeks to respond to the offer afforded by the current Board Member in charge of the waiting list.

2.01.16 A person may apply to the directors for membership in the Society and upon acceptance by the director and payment of dues, becomes a member.

2.02 **Compliance:**

Every member must uphold the constitution of the Society and comply with these bylaws.

Every member must also abide by the principles of the adopted Gardener's Manual from time to time in force and all amendments to it. A copy of the Gardener's Manual and all amendments shall be posted on the garden website and the community notice board(s) within the community garden area overseen by the Society.

2.03 **Fees & Dues:**

The amount of the first annual membership plot dues must be determined by the directors and after that the annual membership plot dues must be determined at the annual general meeting of the Society.

2.04 **Copies of Documents:**

On being admitted to membership, a member is entitled to and the Society will give to the member without charge, a copy of the constitution, bylaws, and gardener's manual of the Society.

2.05 **Liability to Creditors:**

No person who is now, or who later becomes, a member of the Society is personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Society may look only to the assets of the Society for payment of any indebtedness.

2.06 **Termination:**

A person ceases to be a member of the Society

2.06.01 by delivering his/her resignation in writing to the membership coordinator of the Society or by mailing or delivering it to the official address of the Society, or

2.06.02 on his/her death, or

2.06.03 on being expelled, or

2.06.04 by abandoning a plot where in a plot will be considered abandoned if the paying member(s) for that plot have not paid the annual plot fee within the appropriate window of time as determined at the annual general meeting by the directors, or

2.06.05 by having been a member not in good standing and/or is associated with the abandoned plot.

2.07 **Expulsion:**

2.07.01 A member may be expelled by a special resolution of the members passed at a general meeting.

2.07.02 The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

2.07.03 Upon determining that an allotted plot membership/utilization has lapsed, been forfeited, and/or been abandoned (i.e., inactive and/or through non-payment of annual membership plot fee), the board members shall notify the lapsed and/or abandoned member(s) in writing via the communication methods available in the current membership registry. The above noted (Section 2.06) are considered acceptable reasons for proposed expulsion.

2.07.04 The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

2.08 **Good Standing:**

All members are in good standing except a member who has failed to pay his/her current annual membership plot fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

3.00 **MEETINGS OF MEMBERS**

3.01 **General Meetings:**

General meetings of the Society must be held at the time and place, in accordance with the *Society Act,* as the directors decide.

3.02 **Extraordinary General Meetings:**

Every general meeting, other than an annual general meeting, is an extraordinary meeting.

3.03 **Convening Extraordinary General Meeting:**

The members may, upon notifying one or more of the directors, convene an extraordinary general meeting whenever they see fit.

3.04 **Notice of Meeting**:

3.04.01 Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.

3.04.02 Notice of a general meeting must be posted on the community notice board(s) within the community garden area overseen by the Society.

3.04.03 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.04.04 A notice may be given to a member, either personally, by regular mail to the member at the member's registered address, by electronic mail, or list-serve.

3.04.05 A notice sent by mail is deemed to have been given on the fourth day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

3.04.06 Notice of a general meeting must be given to:

(a) every member shown on the register of members on the day notice is given, and

(b) the auditor, if the Society is required or has resolved to have an auditor.

3.04.07 No other person is entitled to receive a notice of a general meeting.

3.05 **Annual General Meeting:**

The first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

4.00 **PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS**

4.01 **Special Business:**

Special business is:

4.01.01 all business at an extraordinary general meeting except the adoption of rules of order, and

4.01.02 all business that is transacted at an annual general meeting, except:

(a) the adoption of rules of order;

(b) the consideration of financial statements;

(c) the report of the directors;

(d) the report of the auditor, if any;

(e) the election of directors;

(f) the appointment of the auditor, if required; and

(g) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

4.02 **Quorum:**

4.02.01 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

4.02.02 If at any time during the general meeting there ceased to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.02.03 Greater than 15% of the members or 10 members present will constitute a quorum for a general meeting.

4.03 **Lack of Quorum:**

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated; but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.04 **Chair:**

4.04.01 Subject to the following clause 4.04.02, the chairperson of the Society, the membership coordinator or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.04.02 If at a general meeting

(a) there is no chairperson, membership coordinator or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the chairperson and all the other directors present are unwilling to act as the chair, the members present must choose one of their numbers to be the chair.

4.05 **Adjournments:**

4.05.01 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.05.02 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

4.05.03 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.06 **Resolutions:**

4.06.01 A resolution proposed at a meeting need not be seconded and the chair of a meeting may move or propose a resolution.

4.06.02 A resolution proposed at a meeting may be made by acclaim or consensus, but any member can decide to put an issue to a general vote.

4.06.03 In case of a tie vote, the chair does have a casting or second vote in addition to the vote to which he/she may be entitled as a member and the proposed resolution may or may not be passed accordingly.

4.07 **Votes:**

4.07.01 Each member in good standing present at a meeting of members is entitled to one vote.

4.07.02 Voting may be by show of hands or secret ballot.

4.07.03 Voting by proxy is not permitted.

5.00 **DIRECTORS AND OFFICERS**

5.01 **Powers of Directors:**

5.01.01 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless to

(a) all laws affecting the Society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in a general meeting.

5.01.02 A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

5.02 **Borrowing:**

5.02.01 In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

5.02.02 A debenture must not be issued without the authorization of a special resolution.

5.02.03 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual meeting.

5.03 **Appointment and Election of Directors:**

5.03.01 The chairperson, membership coordinator, secretary, treasurer and one or more other persons are the directors of the Society.

5.03.02 Separate elections must be held for each office to be filled.

5.03.03 An election may be by acclamation; otherwise it must be by ballot.

5.04 **Number of Directors:**

The number of directors must be 5 or a greater number determined from time to time at a general meeting.

5.05 **Term of Office:**

The directors may hold office for a 2 year term, and upon the expiration of the initial 2 year term, may be re-elected for one further 2 year term, following which 1 year must lapse before further election.

5.06 **Filling Vacancy:**

5.06.01 If a director resigns his/her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

5.06.02 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

5.06.03 A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

5.07 **Validity of Act:**

An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

5.08 **Removal of Director:**

The members may, by special resolution, remove a director before the expiration of his/her term of office, and may elect a successor to complete the term of office.

5.09 **Remuneration:**

A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society but only under the approval of a majority of the remaining directors.

6\. 00 **PROCEEDINGS OF DIRECTORS**

6.01 **Meetings:**

The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.02 **Quorum:**

The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is a majority of the directors then in office.

6.03 **Chair:**

The chairperson is the chair of all meetings of the directors, but if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the membership coordinator must act as chair, but if neither is present the directors may choose one of their numbers to be the chair at that meeting.

6.04 **Convene Meeting:**

A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

6.05 **Committees:**

6.05.01 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and such other persons as they think fit.

6.05.02 A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

6.05.03 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.

6.05.04 The members of a committee may meet and adjourn as they think proper.

6.06 **Directors' First Meeting:**

For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, it is not necessary to give notice of the meeting to the newly elected director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.07 **Director's Temporary Absence:**

6.07.01 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax, electronic mail or any method of transmitting legibly recorded messages, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn, a notice of meeting of directors is not required to be sent to that director,

and

6.07.02 any and all meetings of the directors of the Society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

6.08 **Participation:**

6.08.01 A director may participate in a meeting of the directors or of any committee of the directors by means of conference telephones, the Internet or other communication facilities by which all directors participating in the meeting can hear each other or otherwise communicate directly and provided that all directors agree to such participation.

6.08.02 A director participating in a meeting in accordance with this by-law is deemed to be present at the meeting and to have so agreed and will be counted in the quorum and will be entitled to speak and vote at that meeting.

6.09 **Voting:**

6.09.01 Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

6.09.02 In the case of a tie vote, the chair has a second or casting vote.

6.10 **Resolutions:**

6.10.01 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

6.10.02 A resolution, in writing, whether by document, fax, electronic mail or any method of transmitting legibly recorded messages, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

6.10.03 A resolution, in writing, may be in 2 or more counterparts that together are deemed to constitute one resolution, and is effective on the date stated on the resolution or on the latest date stated on any counterpart.

7.00 **OFFICERS**

7.01 **Officers:**

7.01.01 At the annual general meeting of the Society in each year, the members will elect officers, including but not limited to a chairperson, membership coordinator, secretary and treasurer, who will hold office for a term of 1 year or until their successors are chosen.

7.01.02 Any vacancy during the term of an officer will be filled by the directors.

7.01.03 The directors will schedule and convene the annual general meetings of the Society and decide on the time and place, in accordance with the Society Act.

7.01.04 The directors will submit an annual report to the Province, in accordance with the Society Act.

7.01.05 The directors will assist in the resolution of internal disputes or complaints.

7.01.06 The directors will liaise with third parties as necessary including the City of Vancouver, neighbouring property owners, and various stakeholders in association with the Society.

7.01.07 The directors will assist in the determination of common work in support of the Society as the need arises including but not limited to

(a) maintaining the group web-server,

(b) maintaining common tools and property,

(c) responding to internal/external complaints via socially acceptable dispute resolution processes, and

(d) interpreting rules in harmony with these bylaws, and/or bylaws that are adopted from time to time by the Society during the annual general meeting.

7.02 **Chairperson:**

The chairperson must do the following:

7.02.01 facilitates and time-keeps at all meetings of the Society and of the directors.

7.02.02 act as central contact for the society both internally and externally.

7.02.03 act as head of the board and must support the other officers in the execution of their duties.

7.03 **Membership Coordinator:**

The membership coordinator must do the following:

7.03.01 maintain the waitlist registry

7.03.02 coordinate all membership activities

7.03.03 carry out the duties of the chairperson during the chairperson's absence

7.04 **Secretary:**

The secretary must do the following:

7.04.01 conduct the correspondence of the Society;

7.04.02 issue notices of meetings of the Society and the directors;

7.04.03 keep minutes of all meetings of the Society and the directors;

7.04.04 keep custody of all records and documents of the Society except those required to be kept by the treasurer;

7.04.05 keep custody of the common seal, if any, of the Society;

7.05 **Treasurer:**

The treasurer must do the following:

7.05.01 keep the financial records, including books of account, necessary to comply with the *Society Act*, and;

7.05.02 keep the financial records, including:

(a) tracking and depositing membership plot fees,

(b) tracking and reporting on finances,

(c) paying annual expenses such as insurance and water service from the holdings of the Society,

7.05.03 render financial statements to the directors, members and others when required.

7.06 **Rotating Secretary:**

7.06.01 The responsibilities of secretary may be delegated to several members of the board on a rotational basis, if no person holds the office of secretary.

7.06.02 If there is no secretary holding office, the total number of directors must not be less than 5.

7.07 **Absence of Secretary:**

If there is a secretary in office, but they are absent from a meeting, the directors must appoint another person to act as secretary at the meeting.

8.00 **INDEMNITY OF OFFICERS AND DIRECTORS**

8.01 **Indemnity:**

The Society may indemnify a director or former director in accordance with the *Society Act* of British Columbia.

8.02 **Insurance:**

The Society may purchase and maintain liability insurance for the benefit of a director, officer, employee, volunteer or staff member, whether salaried or not, of the Society, as the directors decide.

9.00 **AUDITORS**

9.01 **Permissive:**

This part applies only if the Society is required or has resolved to have an auditor.

9.02 **Appointment:**

The first auditors must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

9.03 **Term:**

At each annual general meeting the Society may appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next annual general meeting.

9.04 **Removal:**

An auditor may be removed by ordinary resolution.

9.05 **Advisement:**

An auditor must be promptly informed in writing of the auditor's appointment or removal.

9.06 **Prohibition:**

A director or employee of the Society must not be its auditor.

9.07 **Attendance:**

The auditor may attend general meetings.

10.00 **CHANGE OF BYLAWS**

10.01 **Alterations or Additions:**

The bylaws of the Society must not be altered or added to except by special resolution.

11.00 **SEAL**

11.01 **Common Seal:**

The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

11.02 **Affixing Seal:**

The common seal must be affixed only when authorized by a resolution of the directors, and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.