

PINE STREET COMMUNITY GARDEN SOCIETY

CONSTITUTION

1. NAME

The name of the Society is the Pine Street Community Garden Society.

2. PURPOSE

The purposes of the Society are to:

- (a) support urban agriculture by creating a public garden space for members to grow a decorative and/or edible garden;
- (b) foster a sense of community and develop a public gathering place through gardening and garden related events;
- (c) provide educational opportunities to learn about urban agriculture.

PINE STREET COMMUNITY GARDEN SOCIETY

BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as amended from time to time;

“**Directors**” means the directors of the Society for the time being;

“**Growing season**” means April 1 – October 31 of any calendar year;

“**Ordinary resolution**” means a resolution passed by a simple majority of votes cast by the voting members who are present at a meeting;

“**Registered address**” of a member means the address of a member as recorded in the register of members;

“**Society**” means the Pine Street Community Garden Society;

“**Special resolution**” means a resolution that must be passed by a 2/3 majority of votes cast by the voting members who are present at a meeting.

1.2 Definitions in the Act

Definitions in the Act apply to these Bylaws.

1.3 Conflict with the Act

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.

1.4 Interpretations

(a) Words importing the singular include the plural and vice versa. Words importing gender include the masculine, feminine and neuter, as appropriate.

- (b) The headings to the sections of the Bylaws are inserted for convenience only and do not affect the construction of these Bylaws.

PART 2 – GARDEN AREA

The community garden area overseen by the Society and as sanctioned by the City of Vancouver encompasses the municipal lands between the north side of West 6th Avenue and the south side of the Arbutus Greenway right-of-way from Fir Street to Burrard Street.

PART 3 – MEMBERSHIP

3.1 Application for membership

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application, the payment of annual dues, if any, and the assignment of an active garden plot.

3.2 Duties of members

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

3.3 Membership dues

The amount of the annual membership dues, if any, must be determined by the Board prior to the start of the growing season.

Membership dues are due and payable at the beginning of the growing season.

3.4 Work hours

Members are required to complete a minimum number of work hours every growing season to help complete the common work and maintain the communal garden areas. The number of work hours for each type of membership shall be determined annually by the Board prior to the beginning of the growing season.

3.5 Member not in good standing

A member is not in good standing if the member fails to pay the required annual membership dues or any other subscription or debt due and owing by the member to the Society, and is not in good standing for so long as those dues remain unpaid.

A member is not in good standing if the members fail to complete the annual minimum required work hours for their membership.

A member not in good standing:

- (a) may not vote at a general meeting; and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

3.6 Cessation of membership

A person shall cease to be a member of the Society:

- (a) by resigning in writing to a representative of the Board; or
- (b) on death, or in the case of an organization, on dissolution; or
- (c) on being expelled; or
- (d) having not been a member in good standing for 3 consecutive months.

3.7 Expulsion of a member

1. The Board has the power to expel any member from the Society for behaviour which the Board deems detrimental to the Society. The member must be notified of the alleged behaviour a minimum of 14 days in advance of the Board meeting where the vote for expulsion is to be held.
2. A member may be expelled by a special resolution of the members passed at a general meeting.
3. Members being expelled from the Society shall receive the resolution for expulsion which shall be accompanied by:
 - (a) a notice that the termination of membership will be considered;
 - (b) the date, time and location of the meeting that will consider the termination of the membership;
 - (c) a brief statement of the reason or reasons for the proposed expulsion.
4. The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the resolution is put to a vote.
5. Expulsion shall be considered a last resort and all reasonable efforts to resolve the situation by other means shall be undertaken prior to a motion for expulsion being considered.

3.8 Types of membership

- (a) Individual membership

An individual membership shall include one person age 18 and over. This is a voting membership.

(b) Family/group membership

A family/group membership shall include up to four persons with at least one person age 18 and over. This is a voting membership.

(c) Organization membership

An organization membership shall include an organization such as an educational institution or non-profit organization. This is a non-voting membership.

PART 4 – GARDEN PLOT ALLOTMENT

4.1 Garden plot allotment

1. Active garden plots are designated by the Board within the garden area.
2. There shall only be one garden plot per membership.
3. A member must be in good standing to be assigned to or retain their garden plot.
4. Members utilizing active garden plots are responsible for but not limited to:
 - (a) keeping their plot according to any safety and/or maintenance standards as determined by the Society;
 - (b) responding to any complaints from the general public, garden neighbours, and/or notices from the Board;
 - (c) notifying the Board in writing of their intent to vacate their garden plot;
 - (d) completing the minimum required work hours for their membership;
 - (e) complying with the Membership Guidelines.

4.2 Waiting list

1. A waiting list of persons who wish to be assigned an active garden plot will be maintained by the Board.
2. Vacant plots will be allocated through this waiting list.
3. Non-members cannot inherit or be assigned a plot except through the waiting list.
4. Vacant plots will be offered to the earliest registered persons on the waiting list.

5. Persons on the waiting list that are notified of an opportunity to be allocated an active plot during the growing season shall be allowed one week to respond to the offer.
6. Persons on the waiting list that are notified of an opportunity to be allocated an active plot outside of the growing season shall be allowed two weeks to respond to the offer.

PART 5 – MEETINGS OF MEMBERS

5.1 General meetings

1. Time and place

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

2. Notice of meetings

The Board shall give at least 14 days notice of a general meeting to all members. The notice period shall not exceed 60 days.

All notices of the meeting shall be in writing and shall include:

- (a) the date, time and location of the meeting;
- (b) a draft agenda of the meeting;
- (c) the text of any resolutions to be considered at the meeting;
- (d) notice of any special business to be conducted at the meeting, in sufficient detail to allow members to form a reasoned judgment concerning that business.

The meeting notice shall be posted on the Society website.

The meeting notice may be distributed by electronic means.

3. Failure to give notice

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.

4. Ordinary business

The following is ordinary business at a general meeting:

- (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.

5. Order of business

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine if quorum is present;
- (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 fiscal 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 and auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to members in the notice of meeting;
- (h) terminate the meeting.

6. Presiding officer

The chair or vice-chair of the Society, or in the absence of either, one of the other directors present, will preside as the chair of a general meeting.

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 shall choose one of their number to preside as the chair.

7. Quorum

- (a) A quorum is 10 voting members present and in good standing.
- (b) No business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, shall be transacted at a general meeting unless a quorum of voting members is present.

- (c) 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.
- (d) If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
 - i. In the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - ii. 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.

8. Adjournment

- (a) A general meeting may be adjourned 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.
- (b) When a general meeting is left adjourned for 0 days or more, notice of the continuation of the adjourned meeting must be given as in the case of the original meeting
- (c) Except as provided in this Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at that meeting.

9. Voting

1. A voting member in good standing present at a general meeting is entitled to one vote.
2. Where there is a family/group membership, each adult shall have one vote.
3. Voting is by show of hands unless a secret ballot is requested.
4. Voting by proxy is not permitted.
5. The person chairing the meeting shall not have a vote except in the case of a tie vote, when the chair shall have a casting vote. If the chair does not exercise the casting vote, a tie vote shall be defeated.

6. 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.

10. Ordinary resolutions

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.

5.2 Annual General Meeting

1. An annual general meeting shall be held at least once in every calendar year, not more than 15 months after the holding of the last preceding annual general meeting and within 6 months of the fiscal year end.
2. The provisions of these Bylaws relating to general meetings apply to the annual general meeting.

PART 6 – DIRECTORS

The officers of the Society are the directors of the Society.

6.1 Number of directors

1. The Society must have no fewer than 5 and no more than 10 directors.
2. A change in the number of directors shall be by ordinary resolution at an annual general meeting.
3. No act or proceeding of the directors is invalid only by reason of there being fewer than the minimum number of directors in office.

6.2 Term of office

1. A director term of office is two years, expiring at the end of the second AGM after their election.
2. A director may not serve more than two consecutive terms of office.
3. A director may not hold an officer position for more than one consecutive term of office.

6.3 Election or appointment

1. At each annual general meeting, the vacant director positions will be filled by qualified members through election or appointment by the voting members of the Society.
2. A member must consent to their nomination as a director, either verbally if they are present at the general meeting when the election occurs, or in writing if the member is not present at the general meeting.
3. An election may be by acclamation; otherwise it must be by ballot.
4. A separate vote shall be held for each position.
5. One or more additional directors may be elected to the maximum stated in these Bylaws if the members so decide at an annual general meeting.

6.4 Qualifications

No person shall be selected as a director or remain a director of the Society unless that person:

- (a) is a member in good standing;
- (b) is 19 years of age or older;
- (c) is not an undischarged bankrupt;
- (d) has not been convicted of offenses related to promotion, formation or management of a society or corporation less than 5 years before election.

6.5 Removal

A director may be removed from their directorship:

1. by three-quarters (3/4) majority vote of the Board; or
2. by special resolution of the members

if that director:

1. has failed to fulfill the duties of a director;
2. has voted on a motion when a conflict of interest existed;
3. has acted in a manner inconsistent with the purposes of the Society or which may bring the Society into disrepute;
4. fails to continue to meet the qualifications for directorship in the Society;
or
5. is found by a court to be of unsound mind.

6.6 Resignations and vacancies

A director position will become vacant if a director:

1. resigns in writing;
2. dies;
3. is removed from office;
4. is employed by the Society;
5. ceases to be a member of the Society in good standing; or
6. ceases to meet the qualifications required for directors.

A director position is vacant if no director has been elected to a position at the time of an annual general meeting.

The resignation of a director must in writing.

6.7 Filling vacancies

1. The Board may, at any time, appoint a qualified member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, removal or incapacity of a director during the director's term of office.
2. 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.

6.8 Duties of directors

The duties of the directors shall include, but not be limited to:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) submit an annual report to the Province, in accordance with the Act;
- (c) schedule and convene the annual general meeting of the Society;
- (d) assist in the resolution of internal or external disputes or complaints via socially acceptable dispute resolution processes;
- (e) liaise with third parties as necessary, including the City of Vancouver, neighbouring property owners, and various stakeholders in association with the Society;
- (f) determine the annual membership fees, if any;
- (g) determine the annual work hours required for each membership;
- (h) assist in the determination of the common work in support of the Society including maintaining common tools and property;
- (i) maintaining a means of communication with members by electronic or other means;

- (j) interpreting rules in harmony with these Bylaws and/or resolutions and policies that are adopted from time to time by the Society during an annual general meeting.

6.9 Conflict of interest

Directors who are directly or indirectly interested in a proposed contract or transaction with the Society or the outcome of a proposed resolution shall:

1. disclose fully and promptly the nature and extent of their interest;
2. shall not vote on the approval of the proposed contract, transaction or motion; and
3. shall leave the meeting when the contract or matter is discussed except for the time period required to provide information.

The director shall be counted in the quorum at the meeting at which the proposed motion, contract or transaction is discussed.

Disclosure of a conflict of interest must be recorded in any minutes or in any consent resolution relating to the conflict.

6.10 Powers of directors

1. The directors may exercise all the powers and do all the acts and business 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 the laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, which are made from time to time in a general meeting.
2. 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.
3. The Board may delegate their powers to a director, committee or member provided that they supervise the people to whom they have delegated their powers.

6.11 Appointment of delegates

The Board has the power to appoint directors or members in good standing as delegates to represent it a meetings of other organizations. Such appointments must be made by a motion passed at a Board meeting

and will remain in effect until the next annual general meeting. The Board may give direction to its delegates on how to vote on resolutions and those directions shall bind the delegates.

6.12 Borrowing

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 power, by the issue of debentures.

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

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

6.13 Remuneration of directors

These Bylaws do not permit the Society to pay to 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.

6.14 Indemnity of directors

1. Indemnity

The Society may indemnify a director or former director in accordance with the Act.

2. Insurance

The Society may purchase and maintain liability insurance for the benefit of its directors, officers, or volunteers of the Society, as the directors decide.

PART 7 – DIRECTORS’ MEETINGS

7.1 Calling a meeting

A directors’ meeting may be called by the chair of the Society or by any 2 other directors.

7.2 Notice of meeting

At least 2 days' notice of a directors meeting must be given unless all the directors agree to a shorter notice period.

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 the proceedings at the meeting.

7.3 Conduct

The directors may regulate their meetings and proceedings as they see fit.

7.4 Quorum

A quorum for the transaction of business at a directors' meeting is a majority of the directors.

7.5 Minutes of meetings

Minutes shall be taken at directors' meetings and lodged with the vice-chair.

7.6 Consent resolutions

1. A resolution, in writing, signed by all the directors and placed with the minutes of directorship is as valid and effective as if passed at a meeting of directors.
2. A resolution which is initially distributed by e-mail or other electronic means to all directors by the chair of the Society or the director who moves the motion, which is seconded by another director and which is approved by a simple majority of the directors, shall be valid provided that such a resolution is ratified at the next meeting of directors.

7.7 Participation

A director may participate in a meeting of the directors or of any committee of the directors by means of the internet, telephone, or any other communication means by which all directors participating in the meeting can hear each other or otherwise communicate directly, and provided all directors agree to such participating.

A director participating in a meeting by such means is deemed to be present at the meeting and will be counted in the quorum and will be entitled to speak and vote at that meeting.

7.8 Presiding officer

The chair of the Society shall chair 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 vice-chair of the Society must act as chair, but if neither is present the directors may choose one of their number to be the chair at that meeting.

7.9 Voting

The chair of the meeting shall not have a vote except in the case of a tie vote, when the chair shall have a casting vote. If the chair does not exercise the casting vote, a tie vote shall be defeated.

7.10 Committees

1. The directors may delegate any, but not all, of their powers to committees consisting of a director or directors and such other persons as the directors think fit.
2. A committee so formed in the exercise of the powers delegated by the directors must conform to any rules imposed on it by the directors, and must report every act or business undertaken in exercise of those powers to the earliest meeting of the directors held after the act or business has been undertaken.
3. 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 who are present must choose one of their number to be the chair of the meeting.
4. The members of a committee may meet and adjourn as they think proper.

PART 8 – OFFICERS AND BOARD POSITIONS

8.1 The officers and board positions of the Society consist of the following:

- (a) chair;
- (b) vice-chair;
- (c) secretary-treasurer;
- (d) membership administrator;
- (e) membership coordinator;
- (f) community outreach coordinator;
- (g) city/park liaison;
- (h) directors at large, if required.

8.2 Chair

The duties of the chair of the Society shall include:

- (a) facilitate and time-keep at all meetings of the Society and of the directors;

- (b) act as the central contact for the Society internally and externally;
- (c) conduct the correspondence of the Society;
- (d) supervise and support other directors in the execution of their duties.

8.3 Vice-chair

The vice-chair of the Society shall act as the Secretary of the Society.

The duties of the vice-chair shall include:

- (a) carry out the duties of the chair if the chair is unable to do so;
- (b) keep minutes of all meetings of the Society and the directors;
- (c) issue notices of meetings of the Society and the directors;
- (d) to have custody of all records of the Society in accordance with the Act, except those required to be kept by the treasurer.

8.4 Treasurer

The duties of the treasurer shall include:

- (a) keep the financial records of the Society in accordance with the Act;
- (b) conduct the financial affairs of the Society including:
 - i. paying annual expense,
 - ii. depositing membership fees,
 - iii. tracking and reporting on finances;
- (c) render financial statements to the directors, members and others when required.

8.5 Membership Administrator and Membership Coordinator

The duties of the membership coordinator and the membership administrator include:

- (a) maintain the membership list of the Society;
- (b) maintain the waiting list of the Society;
- (c) process and maintain membership applications;
- (d) organize work parties for the common work of the garden.

8.6 Community Outreach Coordinator:

The duties of the community outreach coordinator shall include:

- (a) organize events and programming for the Society.

8.7 City/Park Liaison

The duties of the city/park liaison shall include:

- (a) be the primary representative of the Society to the City of Vancouver and the Vancouver Parks Board.

8.8 Directors at Large

Directors at large shall be elected as required and fulfill duties assigned to them by the Board.

PART 9 – SIGNING AUTHORITY

A contract or other record to be signed by the Society must be signed on behalf of the Society:

- (a) by the chair of the Society, together with one other director;
- (b) if the chair of the Society is unable to provide a signature, by the vice-chair of the Society, together with one other director;
- (c) if both the chair and vice-chair of the Society are unable to provide signatures, by any 2 other directors;
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 10 – AUDITORS

10.1 Permissive

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

10.2 Appointment and term

- 1. The first auditors must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 2. At each annual general meeting, the Society may appoint an auditor to hold office until she is re-elected or her successor is elected at the next annual general meeting.

10.3 Removal

An auditor may be removed by ordinary resolution.

10.4 Advisement

An auditor must be promptly informed in writing of their appointment or removal.

10.5 Prohibition

A director or employee of the Society may not be the auditor.

10.6 Attendance

The auditor may attend general meetings.

PART 11 – COMMON SEAL

11.1 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.

11.2 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 chair and vice-chair of the Society, or the chair of the Society and the secretary-treasurer.

PART 12 – RULES OF ORDER

In case of a dispute over procedure at any meeting, whether a general meeting, Board meeting, committee meeting or any other meeting of the Society, all matters of procedure shall be decided in accordance with the most recent edition of the authorized version of Robert's Rules of Order, except where these rules are inconsistent with the Bylaws of the Society.

PART 13 – ACCESS TO INFORMATION

13.1 Members may have copies of the following records of the Society without charge:

- (a) the constitution and bylaws of the Society;
- (b) the most recent financial statements.

13.2 Members shall have access to the following records of the Society on reasonable notice and may have copies of the records upon payment of reasonable fees as the directors may decide:

- (a) the society's register of members, indicating the class of member and including contact information provided by each member;
- (b) the minutes of each meeting of members, including the text of each resolution passed at the meeting;
- (c) a copy of each ordinary resolution or special resolution;
- (d) the financial statements of the society and the accountant's report, if any, on those financial statements;

(e) the minutes of each meeting of directors and each consent resolution of directors and a copy of each of the consents to that resolution.

13.3 The Directors may restrict the members right to inspect the register of members if in their opinion that inspection would be harmful to the society or to the interests of one or more members.

13.4 If the board does restrict inspection of the register of members, members may apply in writing setting out their name and confirming that the information will not be used except to requisition or call a general meeting, submit a members proposal or in an effort to influence the voting of members and will then be permitted to inspect the register of members and obtain a copy of the register upon payment of such reasonable fees as the directors may decide.

PART 14 – AMENDMENTS TO CONSTITUTION OR BYLAWS

14.1 Process for amending the constitution or bylaws

These Bylaws and the constitution shall not be altered or added to except by special resolution.

14.2 Notice of amendment by special resolution

Proposed amendments to the constitution or bylaws must be provided to the membership at least 14 days before being voted on at a general meeting or an annual general meeting.

Decisions shall be made by special resolution.

14.3 No repeal or amendment to the constitution or bylaws shall be effective until it has been filed with the Registrar of Companies.