

BYLAWS OF PINE STREET COMMUNITY GARDEN (The “Society”)

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 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;

“**Rules**” means obligations, as defined and published by the Board from time to time, that are a condition of membership;

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

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

Application of Definitions in Act

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.

Interpretation

1.4 (1) Words importing the singular include the plural and vice versa. Words importing gender include all gender identities.

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

PART 2 – GARDEN AREA

2.1 The community garden area overseen by the Society and 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 or as amended from time to time by the City of Vancouver.

PART 3 – MEMBERS

Membership

3.1 A person who resides in the City of Vancouver may apply to the Board for membership in the Society. Garden plots are available on a first-come-first-served basis and a waiting list will be maintained. A person becomes a member on the Board's acceptance of their application.

Duties of members

3.2 Every member must uphold the Constitution of the Society and must comply with these Bylaws and the Rules enacted by the Board.

Membership dues

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

(2) Membership dues are due and payable before the beginning of the growing season.

Work Hours

3.4 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 shall be determined annually by the Board prior to the beginning of the growing season.

Member not in good standing

3.5 (1) A member is not in good standing if the member:

(a) fails to pay the required annual membership dues or any other subscription or debt due and owing by the member of the Society;

(b) fails to keep their plot according to any safety and/or maintenance standards as determined by the Society;

(c) fails to respond to a notice from the Board about complaints from the general public or member garden neighbours or any other matter;

(d) fails to notify the Board in writing of their intent to vacate, or if they abandon their garden plot;

(e) fails to complete the minimum required work hours for their membership;

(f) fails to comply with the Bylaws and Rules.

(2) 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.

Cessation of membership

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

(a) by providing a written resignation to 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 three (3) consecutive months.

3.7 (1) Any member of the Society may be expelled:

(a) by the Board, acting reasonably, for any behaviour by a member that the Board deems detrimental to the Society.

(b) by the members, by a special resolution passed at a general meeting.

(2) A member being expelled from the Society shall receive a notice of the proposed expulsion, which shall include:

(a) the date, time and location of the Board or general meeting that will consider the termination of the membership;

(b) a brief statement of the reason or reasons for the proposed expulsion;

(c) in the case of an expulsion by the members of the Society, a copy of the special resolution for the expulsion.

(3) The notice must be sent to the member at their registered address at least fourteen (14) days before the meeting at which the expulsion is put to a vote.

(4) The member shall be given an opportunity to be heard at the meeting before the expulsion is put to a vote.

(5) Expulsion shall be considered as a last resort and all reasonable efforts to resolve the situation by other means shall be undertaken prior an expulsion being considered by the Board or the membership.

Types of membership

3.8 There are four (4) types of membership:

(a) A **PRIMARY GARDENER** membership shall include one person aged nineteen (19) years and over. This is a voting membership. It is not transferable.

(b) A **SECOND GARDENER** membership shall include one person aged nineteen (19) years and over. There can be only one Second Gardener for each Primary Gardener membership. Second Gardener memberships are non-voting memberships. The Board may, at its own discretion, allow a Second Gardener to become a Primary Gardener member.

(c) A **GARDEN ASSOCIATE** membership is available for individuals who are not assigned a plot but contribute to the work on the common area of the garden. Such members are not entitled to a vote and are not required to pay a membership fee but must agree to be bound by these Bylaws and the Society's Rules.

(d) An **ORGANIZATION** membership is available for organizations such as an educational institution or non-profit organization. This is a non-voting membership.

PART 4 – GARDEN PLOT ALLOTMENT

Garden Plot Allotment

4.1 (1) Garden plots are allocated by the Board.

(2) There shall be only one garden plot per Primary Membership, and only one Primary Gardener member per plot.

(3) A Primary Gardener member must be in good standing to be allocated a garden plot or to retain their garden plot.

Waiting List

4.2 (1) A waiting list of persons who wish to be allocated a 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 who are notified of an opportunity to be allocated a plot during the growing season shall be allowed one week to respond to the offer. Failure to respond is considered a negative response.

(6) Person on the waiting list who are notified of an opportunity to be allocated a plot outside of the growing season shall be allowed two weeks to respond to the offer. Failure to respond is considered a negative response.

(7) The Board can, at its discretion, decide eligibility for inclusion on the waiting list and can temporarily close the addition of new names to the waiting list.

(8) The Board will communicate with persons on the waiting list by email or such other means as determined from time to time. It is the responsibility of persons on the waiting list to keep their contact information current.

PART 5 – GENERAL MEETINGS OF MEMBERS

Time and place

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

Notice of meetings

5.2 (1) The Board shall give at least fourteen (14) days notice of a general meeting to all members. The notice period shall not exceed sixty (60) days.

(2) All notices of a meeting will be distributed to members at their registered address by electronic means and may also be posted on the Society's website.

(3) All notices shall include:

(a) the date, time and location of the meeting or information to sign-in to a virtual meeting; and

(b) a draft agenda of the meeting; and

(c) the text of any resolutions to be considered at the meeting; and

(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.

Failure to give notice

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

Ordinary business

5.4 The following is ordinary business at a general meeting:

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

Order of business

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

- (a)** elect an individual to chair the meeting, if necessary;
- (b)** determine if a 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;

(iv) appoint an 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.

Presiding officer

5.6 (1) 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.

(2) If there is no individual entitled under these Bylaws able to preside as the chair of a general meeting within fifteen (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.

Quorum

5.7 (1) A quorum is ten (10) voting members present and in good standing.

(2) 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.

(3) If at any time during a general meeting, there ceases to be 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.

(4) If, within fifteen (15) 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.

(b) in any other case, the meeting stands adjourned for fifteen (15) minutes. If, at the continuation of the adjourned meeting, a quorum is not present, the voting members who are present constitute a quorum for that meeting.

Adjournment

5.8 (1) 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.

(2) When a general meeting is left adjourned for thirty (30) days or more, notice of the continuation of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at that meeting.

Voting

5.9 (1) A voting member in good standing present at a general meeting is entitled to one vote.

(2) 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, five (5) or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, then voting must be by a secret ballot.

(3) Voting by proxy is not permitted.

(4) 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.

(5) 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.

Ordinary resolutions

5.10 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 a special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Annual General Meeting

5.11 (1) An annual general meeting shall be held at least once in every calendar year, not more than fifteen (15) months after the holding of the last preceding annual general meeting and within six (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

Number of directors

6.1 (1) The Society must have no fewer than five (5) and no more than ten (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.

Term of office

6.2 (1) A director term of office is two (2) years, expiring after the end of the second AGM after their election.

(2) A director may not serve more than two (2) consecutive terms of office unless there are vacancies to be filled and no other candidate has consented to their nomination.

Election or appointment

6.3 (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 vote.

(4) A separate vote shall be held for each director.

(5) One or more additional directors may be elected to the maximum allowable number of directors as stated in these Bylaws if the members so decide at an annual general meeting.

Qualifications

6.4 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 nineteen (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 in the five (5) years before election.

Removal

6.5 A director may be removed from their directorship:

(a) by three-quarters (3/4) majority vote of the Board; or

(b) by special resolution of the members if that director:

(i) has failed to fulfill the duties of a director;

(ii) has voted on a motion when a conflict of interest existed;

(iii) has acted in a manner inconsistent with the purposes of the Society or which may bring the Society into disrepute;

(iv) fails to continue to meet the qualifications for directorship in the Society;

(v) is found by a court to be of unsound mind.

Resignations and vacancies

6.6 (1) A director position will become vacant if a director:

- (a) resigns in writing;
- (b) dies;
- (c) is removed from office;
- (d) is, except as provided for in 6.12, employed by the Society;
- (e) ceases to be a member in good standing of the Society;
- (f) ceases to meet the qualifications required for directors.

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

Filling Vacancies

6.7 (1) The Board may, at any time, appoint a qualified member as a director to fill a vacancy that arises on the Board because 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.

Duties of directors

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

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill of a reasonably prudent person;
- (c) submit an annual report to the province, in accordance with the Act;
- (d) schedule and convene the annual general meeting of the Society;
- (e) assist in the resolution of internal or external disputes or complaints via socially acceptable dispute resolution processes;
- (f) liaise with third parties as necessary, including the City of Vancouver, neighbouring property owners, and various stakeholders in association with the Society;

- (g) determine the annual membership dues, if any;
 - (h) determine the annual work hours required for each membership;
 - (i) assist in the determination of the common work in support of the Society, including maintaining common tools and property;
 - (j) maintain communication with members by electronic or other means;
 - (k) adopt and revise Rules for member behaviour and obligations which will be a binding condition of membership in the Society.
- (l) interpret the 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 or to align with the City of Vancouver’s “Operational Guidelines for Community Gardens.”

Conflict of interest

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

- (a) disclose fully and promptly the nature and extent of their interest(s);
 - (b) not vote on the approval of the proposed contract, transaction or motion; and
 - (c) leave the meeting when the contract or matter is discussed, except for the time period required to provide information.
- (2) The director shall be counted in the quorum at the meeting at which the proposed motion, contract or transaction is discussed;
- (3) Disclosure of a conflict of interest must be recorded in any minutes or in any consent resolution relating to the conflict.

Powers of directors

6.10 (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 an general meeting, but subject, nevertheless, to:

(a) all the laws affecting the Society;

(b) these Bylaws; and

(c) resolutions and policies that are adopted from time-to-time by the Society during an annual general meeting that are not inconsistent with these Bylaws.

(2) A decision made by the Society in a general meeting does not invalidate a prior act of the directors that would have been valid if that decision 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.

Appointment of delegates

6.11 The Board has the power to appoint directors or members in good standing as delegates to represent it at 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.

Remuneration of directors

6.12 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.

Indemnity of directors and insurance

6.13 (1) The Society may indemnify a director or former director in accordance with the Act.

(2) 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

Calling a meeting

7.1 A directors’ meeting may be called by the Chair of the Society or by any two (2) other directors.

Notice of a meeting

7.2 (1) At least seven (7) days notice of a directors’ meeting must be given unless all of the directors agree to a shorter notice period;

(2) 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.

Conduct of a meeting

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

Quorum

7.4 A quorum for the transaction of business at a directors’ meeting is a majority of the total number of directors.

Minutes of meetings

7.5 Minutes shall be taken at directors’ meetings and lodged with the Vice-chair.

Consent resolutions

7.6 (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 that 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.

Participation

7.7 (1) 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 participation.

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

Presiding officer

7.8 The Chair of the Society shall chair all meetings of the directors, but if at a meeting the Chair is not present within fifteen (15) 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.

Voting

7.9 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.

Committees

7.10 (1) The directors may delegate any, but not all, of their powers to committees, consisting of a director and/or directors, and/or members 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 fifteen (15) minutes after the time

appointed for holding the meeting, the members of the committee 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 is proper.

PART 8 – OFFICERS AND BOARD POSITIONS

Director election/appointment and positions

8.1 Directors must be elected or appointed to the Board. Director positions will be decided by the Board, and a director, other than the Chair of the Society, may hold more than one position including:

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

Chair

8.2 The duties of the Chair of the Society shall include:

- (a)** facilitating and timekeeping at all meetings of the Society and of the directors;
- (b)** acting as the central contact for the Society, internally and externally;
- (c)** conducting the correspondence of the Society;
- (d)** supervising and supporting other directors in the execution of their duties;
- (e)** overseeing any applications for external funding.

Vice-chair

8.3 The Vice-chair of the Society shall act as the Secretary of the Society. The duties of the Vice-chair shall include:

(a) carrying out the duties of the Chair of the Society if the Chair is unable to do so;

(b) keeping minutes of all meetings of the Society and the directors;

(c) issuing notices of meetings of the Society and the directors;

(d) maintaining custody of all records of the Society in accordance with the Act, except those required to be kept by the Treasurer.

Treasurer

8.4 The duties of the Treasurer shall include:

(a) keeping the financial records of the Society in accordance with the Act;

(b) conducting the financial affairs of the Society including:

(i) paying annual expenses;

(ii) arranging for the collection of membership dues in collaboration with the membership director;

(iii) tracking and reporting on finances

(c) providing financial statements to the directors, members and others when required.

Membership Director

8.5 The duties of the Membership Director include:

(a) maintaining the membership list of the Society;

(b) maintaining the waiting list of the Society;

(c) processing and maintaining membership applications;

(d) scheduling and coordinating the work parties for the common work of the garden.

Community Outreach Director

8.6 The duties of the Community Outreach Director shall include organizing events and programming for the Society.

City/Park Liaison Director

8.7 The duties of the City/Park Liaison Director shall include representing the Society to the City of Vancouver and the Vancouver Parks Board.

Directors at Large

8.8 Directors at Large shall be elected or appointed as required and fulfill duties assigned to them by the Board.

PART 9 – SIGNING AUTHORITY

9.1 A contract or other document or 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 two (2) other directors;

(d) in any case, by two (2) or more individuals authorized by the Board to sign the contract, document or record on behalf of the Society.

PART 10 – AUDITORS

Permissive

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

Appointment and term

10.2 Society members may at an annual general meeting appoint an auditor to hold office until their removal or replacement at a subsequent annual meeting.

Removal

10.3 An auditor may be appointed or removed by ordinary resolution.

Advisement

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

Prohibition

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

Attendance

10.6 The auditor may attend general meetings.

PART 11 – RULES OF ORDER

11.1 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 12 – ACCESS TO INFORMATION

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

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

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

(a) the minutes of each meeting of members;

(b) the minutes of each meeting of directors as redacted to protect the personal information of members;

(b) a copy of each ordinary resolution or special resolution;

(c) financial statements, other than the most recent financial statements, and the auditor's report, if any, on those financial statements.

12.3 A member may ask the Membership Director for the email address or phone number of other members together with the reason for their request. The Membership Director is required to ask and receive the approval of the target member before releasing their information to another member.

PART 13 – AMENDMENTS TO CONSTITUTION OR BYLAWS

Process for amending the Constitution and Bylaws

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

Notice of amendment by special resolution

13.2 Proposed amendments to the Constitution or Bylaws must be provided to the membership at least fourteen (14) days before being voted on at a general meeting or an annual general meeting.

Effective date of special resolution

13.3 No repeal, addition or amendment to the Constitution or Bylaws shall be effective until it has been filed with the Registrar of Companies.