



Constitution

Article I – Name

The *Society* shall be known as the Burlington Horticultural Society (BHS), established in 1919, as organized under the Horticultural Societies Act. The *Society*, also known as (aka) Gardeners of Burlington, hereinafter may be referred to as the *Society* or abbreviated “BHS”.

Website: <https://www.burlingtonhs.com/>

Article II – Mission Statement

To promote and support sustainable gardening and environmental stewardship for the beautification of the landscape and the enjoyment of all citizens.

Article III – Floral Emblem

The official flower of the *Society* will be the native rose, “Rosa carolina” (common names: Carolina rose, pasture rose) as represented in our current logo.

Article IV – Organization and Affiliation

The *Society* shall maintain membership in good standing under the Ontario Horticultural Association (OHA), also known as GardenOntario® www.gardenontario.org. As such the BHS is one incorporated society within District 6 of the OHA.

The Burlington Horticultural Society is under the umbrella of the OHA and runs in accordance with the current Province of Ontario [Agricultural and Horticultural Organizations Act, R.S.O. 1990, c. A.9 \(AHOA\)](#) and the Ontario legislation [Ontario Not-For-Profit Corporations Act \(ONCA\)](#) which came into effect October 19, 2024. (The AHOA takes precedence over the ONCA.) The BHS is a charitable, not-for-profit organization that is not a registered charity and cannot issue receipts for tax purposes.

The *Society* shall maintain itself as a non-political and non-sectarian organization.

Article V – Objective

The objective of the BHS is to encourage interest and improvement in horticulture by:

- a) Holding meetings for instruction and discussion on subjects connected with the theory and practice of horticulture;
- b) Encouraging gardening on private and public grounds, with the planting of native trees, shrubs, and flowers, and by otherwise promoting outdoor art, public beautification, balcony gardening, therapeutic usage of horticulture, community gardens, and/or plot gardening;
- c) Supporting an interest in the study of horticulture for youth as well as people of all ages;
- d) Arranging field trips, contests, competitions, and/or exhibitions related to horticulture and awarding prizes;
- e) Distributing seeds, plants, bulbs, flowers, trees and shrubs;
- f) Raising awareness about invasive plants and insects in our region;
- g) Promoting the protection and sustainability of the environment;
- h) Promoting the circulation of horticultural information through available online media, printed materials and arranging in-person public outreach at events designed to engage with and inform the public.

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Article VI – Fiscal Year End

The fiscal year end of the Burlington Horticultural Society shall be October 31st.

Article VII – Amendments

The Constitution and By-Laws of the Burlington Horticultural Society may be amended or revoked by the Executive Board of Directors provided that the changes are approved by a majority of the votes cast at an Annual Meeting (AM), Monthly Meeting, or at a Special Meeting called for this purpose.

The following provisions apply:

- a) A notice of motion in writing of the proposed amendment(s) or revocation, provided by the Executive Board of Directors, has been submitted to the *Society* membership for review 30 days before a related meeting is called.
- b) Any member of the *Society* who is in good standing may submit in writing any proposal for amendments to be reviewed by the Executive Board of Directors for consideration.

By-Laws

By-Law I – Membership and Fees

The *Society* shall have the following types of membership:

1. **Individual Membership** - any person of the age of eighteen or over at the time of registration who has paid the annual fee as determined by the *Society*. Individual members shall be entitled to vote on matters relating to the *Society*.
2. **Family Membership** - limited to two people, age eighteen or over, living at the same address who have paid the annual fee as determined by the *Society*. Each shall be entitled to vote on matters relating to the *Society*.
3. **Associate Junior Membership** - any person seventeen years of age or younger who has paid the annual fee as determined by the *Society*. Associate Junior Members shall not be eligible to vote on matters relating to the *Society*.
4. **Honorary Membership** - Any person elected as such by the Executive Board. Annual fees will be paid by the *Society* for Honorary members. Honorary members shall not be eligible to vote on matters relating to the *Society*.
5. **Lifetime Membership** - Any person elected as such by the Executive Board. Annual fees will be paid by the *Society* for Lifetime members. Lifetime members shall be eligible to vote, to make motions on matters relating to the *Society* and to hold office.

The current annual single membership and the annual family membership fees are outlined on membership forms and posted on the website, at www.burlingtonhs.com in the Membership section.

Annual membership fees are reviewed by the Executive Board of Directors, with recommendations to increase from time to time. The membership fee is waived for first-time visitors to a meeting, but they are expected to pay for membership at subsequent meetings.

By-Law II – Duties of the Executive Board of Directors

The Officers of the *Society* shall be the President, Vice-President, Secretary and Treasurer. The Executive Board of Directors includes the Officers, Past President and any Directors. The members of the Executive Board of Directors shall be elected and installed at the Annual Meeting, committing to a two-year term, except for the Past President which is a one-year term. Vacancies occurring on the Executive Board of Directors during the year may be filled by appointment by the Board and shall serve until the next Annual Meeting.

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A. President

The President shall be responsible for the general direction and management of the *Society*, preside at all meetings of the *Society* and represent the *Society* in the community, decide all questions of order and advance the interests of the *Society*. The President shall be an ex-officio member of all committees.

The President:

1. Chairs regular and Executive Board of Directors meetings of the *Society* preparing an agenda distributed prior;
2. Approves minutes of meeting submitted by the Secretary before they are considered for *Society* records, kept within the burlhortsoc@gmail.com email history;
3. Prepares for succession planning of Board members;
4. Ensures that everyone who has a role at meetings is aware of their duties;
5. Ensures that all relevant correspondence is shared with the membership;
6. Ensures that all required forms and reports are completed and submitted by the deadlines to the OHA and OMAFA;
7. Presents a review of the year's accomplishments at the Annual Meeting;
8. Attends and encourages others to attend OHA District 6 meetings and OHA Annual Meetings / in-person Conventions;
9. Secures an OHA password for access to OHA administrator pages online;
10. Ensures that all *Society* information on the OHA website gardenontario.org is current and complete;
11. Ensures volunteer hours of all members are recorded;

B. Vice-President

The Vice-President shall aid and assist the President and assume the powers and duties of the President acting in their absence. The Vice President is in the role to succeed as the next President and to learn the duties from the current President.

C. Secretary

The Secretary shall aid and assist the President, attend all meetings of the *Society* and keep correct minutes, assist with correspondence received by the *Society*, and perform such other duties as may from time to time be prescribed by the Executive Board of Directors. In the event of their absence, the Secretary shall enlist another member to represent them to perform such duties on an *ad hoc* basis.

The Secretary:

1. Records the minutes of all annual, special and Executive Board of Directors meetings and distributes the final approved version. Complete records of the *Society* are kept within the burlhortsoc@gmail.com history.
2. Provides approved minutes of prior meetings as required.
3. Assists in maintaining the records of the *Society* which are kept within the burlhortsoc@gmail.com history for up to seven years or as needed.
Examples include, but are not limited to:
 - a. *Society* Constitution and By-Laws
 - b. Certificates of Insurance
 - c. Relevant correspondence and reference information
 - d. Current list of Executive Board of Directors, active Committees/committee members, and external contacts of the *Society*
 - e. Monthly Newsletter "What's the Buzz"
 - f. Minutes of any meeting

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D. Treasurer

The Treasurer receives and accounts for all monies belonging to the *Society*.

The Treasurer:

1. Maintains accurate financial records and distributes all funds of the *Society*.
2. Pays all bills approved by the Executive Board of Directors.
3. Receives all money belonging to the *Society*, which shall be deposited in a chartered bank or credit union approved by the *Society*. This account should have a minimum of two signing officers, with two signatures necessary to sign a cheque, one of which should be the Treasurer, with either the President or the Secretary. For expenses paid electronically, the Treasurer requires a passed vote recorded in the Executive minutes of meetings of the *Society*.
4. Reports on the financial status of the *Society* to the Executive Board of Directors, as often as required but generally for review at monthly Board meetings.
5. Prepares the financial records for annual review. Presents all records of receipts, expenditures and net worth statements of the *Society* for review at the end of each fiscal year, which shall be October 31st. Recruits and organizes the two Financial Reviewers.
6. Presents the financial statement for the previous fiscal year at the Annual Meeting.
7. Prepares any financial statements (TPON) required by the Ontario Ministry of Agriculture, Food and Agribusiness (OMAFA), to maintain status as a *Society* to qualify for eligible grant money administered by OMAFA.
8. Prepares a yearly budget for the *Society* for approval by the Executive Board of Directors, estimating receipts and expenses. After approval by the Executive Board of Directors, presents this proposed budget for approval at the Annual Meeting.
9. Retains financial records for a least seven years, or as required by Law or Generally Accepted Accounting Principles (GAAP).
10. Maintains a float to facilitate change to run the raffle table at monthly meetings or other needs.

E. Past President

The Past President is a member of the Executive Board of Directors who does not have a vote but acts as an advisor to the President and the Board. If the immediate Past President does not wish to or is unable to serve in the role then the Executive Board of Directors may appoint another person who has in the past been a *Society* President or seek consultation elsewhere.

F. Directors

The Directors conduct the affairs of the *Society* within the framework of the Constitution and By-Laws to support the Officers, to establish programmes and projects reflecting the interests and objectives of the *Society*, in consideration of the funds available. Some of the possible areas required for directors (and their committees) include fundraising, outreach, publicity/marketing, nominations, workshop/special events, membership, programme, newsletter editor as well as general directors (i.e., directors without a portfolio). Directors attend Executive meetings with the President, Past President, Vice President, Secretary and Treasurer.

1. Membership Director

The Membership Director maintains all the documentation for each member, including payment of annual dues, listing of volunteer interests, email listing for Newsletter, and other issues such as membership cards and name tags. Treasurer to collect and record membership dues. The Membership Director distributes a copy of the *Society's* "New Member Guide" to new members.

2. Programme Director

The Programme Director is responsible for arranging and corresponding with guest speakers who present topics at monthly meetings.

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3. Newsletter Editor (Director position)

The Newsletter Editor prepares a draft newsletter monthly from September to June for the President's approval, to communicate past, present and future BHS activities, District 6 and OHA events, and other gardening-related content of interest to the membership. The approved edition is sent by email only, from the burlhortsoc@gmail.com email address to members in good standing.

By-Law III– Indemnification of the Executive Board of Directors

The Executive Board of Directors of the Society and their heirs, executors and administrators respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society only from and against:

- a) all costs, charges and expenses whatsoever such members of the Executive Board of Directors sustains or incurs in or about any action, suit, or proceeding that is brought, commences or prosecuted against them for or in respect of any deed, act, matter or thing whatsoever made, done or committed by them, in or about the execution of the duties of their office; and
- b) all other costs, charges and expenses they sustain or incur in or about or in relation to the affairs of the Society, except such costs, charges or expenses as are occasioned by their own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Society. The Ontario Horticultural Association may provide insurance to cover this liability of the Society.

By-Law IV: Insurance

The Society shall have insurance coverage, satisfactory to the requirements of the Ontario Horticultural Association. Details of insurance coverage for societies have been posted on the gardenontario.org website.

By-Law V – Committees

The Executive Board of Directors shall establish committees as necessary, to conduct Society programmes or business effectively. Ideally committees will be formed for activities including, but not limited to, fundraisers like the annual plant sale, a junior gardener youth programme, hospitality for monthly meetings and/or a summertime picnic, workshops, public outreach events, coordinate volunteers to maintain the Maple Park shade garden, etc.

All committee Chairs will present their programme plans with budget requests to the Board for approval prior to commencement of their activities. All Chairs host planning meetings, request approval of pending expenses and follow through on activities, keeping the Executive Board of Directors updated on their results and any challenges, as well as attending Executive meetings as needed. Committees are expected to keep spending within budget.

Chairs of committees have the option of being a Director on the Board.

1. Flower Show Chair

The Flower Show Chair is responsible for scheduling and hosting flower show competitions in horticulture, flower design, and/or photography. A written schedule is produced ahead of meetings that will have flower shows and communicated to members to encourage participation. Ontario Judging and Exhibiting Standards (OJES) rules apply when an OJES judge is hired to judge, which will be clearly shown as such in the written flower show competition schedule. The Flower Show Chair arranges for an OJES judge.

2. Maple Park Garden Chair

The Chair for Maple Park Garden is responsible for maintaining the garden with the help of a committee of members who regularly oversees weeding, planting, pruning, fertilizing, and doing any other necessary work. They will plan and organize new plantings, apply for grants, and solicit donations of plants from local nurseries. The Chair will liaise with the Lead Hand for Beachway/Maple Parks in the City of Burlington's Department of Roads, Parks and Forestry.

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3. Youth Committee Chair

The Youth Committee Chair will be responsible for the Junior Gardeners programme as per OHA requirements, including soliciting committee members, organizing, and publicizing the Junior Gardeners programme and running the programme with the participants from May to early September.

4. Plant Sale Chair

The Plant Sale Chair is the overall organizer of the Plant Sale, managing the various chairs of the sub-committees involved in the preparation and implementation of the Plant Sale.

By-Law VI – Meetings

Meeting means any gathering that may be held at an in-person venue or may be held via telephone, virtual online/electronic or other communication facilities permitting all persons participating in the meeting to communicate with each other simultaneously and instantaneously. This includes all meetings of the Executive Board of Directors, of Committees, monthly, special or annual meetings of the *Society* to provide such means to allow all in attendance the ability to hear, to have a voice and to vote when a motion is put forward.

The *Society* shall hold ten monthly meetings per year. In exceptional circumstances (e.g., snowstorm) if a meeting needs to be cancelled an email will be sent to members with as much notice as possible.

The annual and monthly meetings of the *Society* shall be held on the 2nd Wednesday of the month. As a rule, no meetings are held during the months of July and August. The Executive Board of Directors may determine special meetings of the *Society* to be held during each year.

Every eligible member in good standing in the *Society* is entitled to vote on all questions coming before a meeting of the *Society*.

Meetings must have 20% of eligible voting members present or by proxy at the start of the meeting in order to conduct *Society* business.

Rules of Order: The latest Edition of *Robert's Rules of Order* shall govern proceedings at all meetings of the *Society*. If the *Rules of Order* conflict with the By-Laws, the latter shall prevail.

By-Law VII – Executive Board of Directors’ Meetings

The Executive Board of Directors shall meet as often as necessary to properly conduct the affairs of the *Society*. Each member of the Executive Board of Directors shall have one vote except for the President, who will only cast a deciding vote in case of a tie. The Past President does not have a vote. A quorum for meetings shall be a simple majority.

Should a member of the Executive Board of Directors miss three consecutive meetings of the Board, without reason or excuse acceptable to the Board, the member shall be considered as having resigned from their position as a member of the Executive Board of Directors. The member shall be notified and shall have the right to appeal within 30 days of such notification.

Failing such an appeal, or where an appeal is rejected, the Board shall appoint a replacement from the membership.

Chairs of committees will attend and present reports as needed at Executive Board meetings.

All members of the *Society* are welcome to attend an Executive Board meeting; however, unless they have submitted a request in writing beforehand to speak to a specific issue, they have no speaking nor voting rights.

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By-Law VIII – Annual Meetings

The Annual Meeting shall be held in December. At least two weeks notice of the Annual Meeting of the Society shall be given to the members.

Meetings must have 20% of eligible voting members present or by proxy at the start of the meeting in order to conduct Society business.

The Officers and Directors shall be elected and installed.

1. President's report:

Summarizes the activities and accomplishments of the Society for the previous fiscal year ending on Oct. 31st.

2. Treasurer's report:

At the Annual Meeting of the BHS, the membership shall elect two individuals, not currently members of the Society's Executive and who are not related to or living with any member of the Society's Executive to review the books of the Society for the next fiscal year (aka "the financial reviewers").

The financial reviewers shall examine the Society's accounts and financial records including bank statements and report back to the Treasurer their findings using the current forms provided at the gardenontario.org website, currently referred to as the [Society Financial Review Certificate](#) and [OMAFA Financial Review Certificate](#)

PRIOR to the Financial report being given, the Treasurer will advise that after the Financial report is given, there will be a Motion regarding the "reviewing" of the books the following year.

FINANCIAL REPORT: The Treasurer will present a detailed statement of the reviewed financial records of the previous fiscal year ending on Oct. 31st as well as the budget for the current fiscal year.

AFTER the Financial report and before the motion to accept the Financial report, the following Motion will be made (as per wording from ONCA):

I move that the books of the BHS be reviewed by two individuals not currently members of the Society's Executive and who are not related to or living with any member of the Society's Executive to review the books of the Society for the next fiscal year that being Nov. 1, 20xx to Oct. 31, 20xx.

If this motion passes, then the Motion to approve the Financial report is done.

THEN, present the Motion to elect the "reviewers".

The Treasurer moves "to elect 1) [full name] and 2) [full name] to review the books of the Society for the next fiscal year, that being November 1, 20xx to October 31, 20xx".

Treasurer will state: "The two named as reviewers were asked prior to this Annual Meeting and agreed to participate as future "financial reviewers"."

By-Law IX – The Society and Affiliations

Where any BHS By-Law is found to conflict with prevailing Ontario Acts or the OHA Constitution and By-Laws, the Executive Board of Directors shall take immediate steps to have the BHS By-Law repealed or amended, to conform with those superseding references.

The Society shall maintain membership in the Ontario Horticultural Association as a society in good standing within District 6 of the OHA. "In good standing" is defined and referenced at the OHA website gardenontario.org .

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Attendance at Annual OHA Meetings and/or in-Person Conventions

The President, and/or delegate(s) are encouraged to represent the *Society* and attend annual meetings and/or the in-person OHA Convention **as voting delegates**. As such they will submit a written report to the Board after attending, highlighting relevant discussions and decisions. Registration will be paid for by the *Society*, and depending on location, a pre-determined amount will be allotted for certain additional expenses incurred.

If more than one member expresses intent to attend, the Board may approve payment of their in-person Convention costs in accordance with the available budget. Carpooling, shared accommodations, or other such saving measures are encouraged. Only pre-authorized expenses will be reimbursed.

Reimbursement of the following expenses will be considered:

- Registration Fees for voting delegates
- Convention Banquet Fees
- Hotel accommodation at the Convention (or otherwise reasonable rate)
- Travel

Not Included:

- Telephone charges
- Meals/incidentals not included at the Convention as set out in agenda
- Alcoholic beverages

Requests for reimbursement, containing a breakdown of all expenses (accompanied by receipts) shall be submitted to the Treasurer.

By-Law X – Code of Conduct

All members of the *Society* are committed to acting honestly, truthfully, with integrity and professionalism in all activities while representing the *Society*. Members will be responsible, transparent and accountable for their actions in carrying out *Society* duties. The *Society* shall operate without discrimination against any person or group of people. If a member is misrepresenting the *Society* or acting in a way that is detrimental to the *Society*, the Executive Board of Directors, in collaboration with the Membership Director, has the discretion to rescind membership of the member or Board member.

Anti-Discrimination and Harassment Policy

The *Society* will take every reasonable precaution to protect our members and officers from harassment while participating in activities related to or representing the *Society*. Under the Ontario Human Rights Code every volunteer has the right to donate their time in an environment free of harassment and discrimination. (Ref: [Search | Ontario Human Rights Commission \(ohrc.on.ca\)](https://www.ohrc.on.ca/en/search))

To be clear, the following behaviour is prohibited:

Harassment:

A course of comments or actions that are known, or ought reasonably to be known, to be unwelcome. It can involve words or actions that are known or should be known to be offensive, embarrassing, humiliating, demeaning or unwelcome, based on a ground of discrimination identified by this policy. Harassment can occur based on any of the grounds of discrimination.

Bullying:

Is an ongoing and deliberate misuse of power through aggression, or a pattern of behaviour in relationships through repeated verbal, physical and/or social behaviour that intends to intimidate, offend, degrade, humiliate, and cause physical, social, and/or psychological harm. It can involve an individual or a group misusing their power, or perceived power over one or more persons who feel unable to stop it from happening. Bullying is a form of harassment within the meaning of the Code.

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Discrimination:

Means any form of unequal treatment, whether imposing extra burdens or denying benefits. It may be intentional or unintentional. It may involve direct actions that are discriminatory on their face, or it may involve rules, practices or procedures that appear neutral, but disadvantage certain groups of people. Discrimination may take obvious forms, or it may happen in very subtle ways. Even if there are many factors affecting a decision or action, if discrimination is one factor, that is a violation of this policy.

Every person has a right to equal and fair treatment, without discrimination or harassment based on age, creed, sex, sexual orientation, gender identity, gender expression, family status, marital status, disability, race, ancestry, place of origin, ethnic origin, citizenship, colour, record of offenses, association with a person identified by one of the above grounds, or perception that one of the above grounds applies. These include the seven grounds of the Ontario Human Rights Code.

Responsibilities:

All persons as members in the *Society* are expected to uphold and abide by this code of conduct, by refraining from any form of harassment or discrimination, and by co-operating fully in any investigation of a harassment or discrimination complaint.

All members are to demonstrate respect, co-operation, and constructive communication always while conducting business related to the *Society*. All members are to create an atmosphere in which constructive suggestions for improvement are carefully considered, and change is met with an open mind.

Complaint Resolution:

If harassment or discrimination is perceived, the first step will be that the member is encouraged to communicate specific examples to those perceived to have caused the offence. The unwelcome behaviour(s) should be clearly identified. Miscommunication is often resolved through open dialogue.

If there is no satisfactory resolution, or the complainant does not feel comfortable addressing the person directly, the member may submit a complaint in writing or electronically to the President and/or Board of Executive Directors.

If the President is the subject of the concern, or the complaint cannot be resolved, the written response will go to another Officer and/or Director to mutually discuss a resolution. All complaints of discrimination or harassment will be investigated.

The complaint, investigation results and resolution will be documented in a retrievable format and a copy provided to the complainant and respondent.

If the evidence indicates that a complaint has been substantiated, the *Society* commits to taking action. Action can include dismissal from Office or loss of membership. A Board decision on this action will be final.