

Acadia Community Garden and Art Society

1. Introduction

1.1 The name of this organization shall be “Acadia Community Garden and Art Society.”

2. Definitions

2.1 “ACGAS” shall refer to Acadia Community Garden and Art Society.

2.2 “Society” shall refer to the Acadia Community Garden and Art Society.

2.3 “Board” shall refer to the Board of Directors of ACGAS.

2.4 “Directors” shall refer to the elected members of the Board.

2.5 “Writing” shall refer to written correspondence via email or regular letter mail.

2.6 “Special Resolution” means:

(a) a resolution passed at an Annual General Meeting or Special Meeting of the membership of this Society. There must be twenty-one (21) days’ notice for this meeting.

The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;

(b) a resolution proposed and passed as a Special Resolution at an Annual General Meeting or Special Meeting with less than twenty-one (21) days’ notice. All the voting Members eligible to attend and vote at the Annual General Meeting or Special Meeting must agree;

or

(c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at an Annual General Meeting or Special Meeting.

2.7 “AGM” shall refer to the Annual General Meeting of the Society.

2.8 “Chairperson” shall refer to the person who is nominated to preside over a meeting in the absence of the President or Vice-President.

2.9 “Voting Member” means a Member entitled to vote at the meetings of the Society.

3. Membership

3.1 Admission of Members

3.1.1 Any person residing in Alberta, and being the age of majority, may become a member if they have expressed interest (in writing) in being an active member of the Society.

3.1.2 Member fees, if any, are due annually.

3.1.3 Members shall have the right to vote at an AGM and Special Meetings.

3.2 Suspension of Membership

3.2.1. If any Member is in arrears for fees or assessments for any year, such Member's membership shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

3.3 Termination of Membership

3.3.1 Any Member may resign from the Society by sending or delivering a written notice in writing to the Secretary or President of the Society.

3.3.2 Any Member upon a majority vote of all Board Members of the Society may be expelled from membership for any cause which the Society may deem reasonable. The Board's decision is final and binding.

3.3.3 Membership is terminated upon the death of a Member.

4. Board of Directors

4.1 The Board shall, subject to the bylaws or directions given by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.

4.2 The Board shall consist of no less than five and no greater than 15 Directors.

4.3 The Directors will be elected by the Members for a two year term with no Director being allowed to serve more than three terms, or six years consecutively. Upon completion of their term, Directors shall be eligible for re-election at an AGM. If the position can not be filled at the AGM, the Board can appoint an interim to fill the position as needed, including the outgoing member, if still in good standing.

4.4 A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

4.5 Resignation, Death or Removal of a Director

4.5.1 The Members may, by resolution of a two-third majority of present Members passed at a Special Meeting of Members, remove any elected Director and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the remaining Directors.

4.5.2 A Director ceases to hold office when:

(a) such person has resigned person's office by delivering written resignation to the President;

(b) such person is found by court of law to be of unsound mind;

(c) such person is removed from office by a resolution of Directors if the person fails to attend three consecutive General meetings within a 12 month period without a

reasonable excuse.

(d) such person is not re-elected

(e) such person dies

- 4.6 Unless authorized at any meeting and after notice for the same shall have been given, no Director, or Member of the Society shall receive any remuneration for his/her/their services.
- 4.7 Duties of the Directors are as follows, and not limited to:
- 4.7.1 **President:** shall be ex-officio a member of all Committees. He/she/they shall, when present, preside at all meetings of the Society and of the Board. In his/her/their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
- 4.7.2 **Secretary:** shall attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, his/her/their duties shall be discharged by such Director as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board. The Secretary shall also keep a record of all the Members of the Society and their email addresses and/or phone numbers, and send all notices of the various meetings as required.
- 4.7.3 **Treasurer:** shall collect and receive the annual dues, and all monies paid to the Society and be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she/they shall properly account for the funds of the Society and keep such books as may be directed. He/she/they shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission at the AGM a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The position of the Secretary and Treasurer may be filled by one person at any AGM for the election of Directors shall so decide.
- 4.7.4 **Past President:** shall act as a spokesperson for the Society and carries out other duties as assigned by the Board.
- 4.7.5 **Director at Large:** shall act as a spokesperson for the Society and carries out duties as assigned by the Board. These duties may align with his/her/their expertise in a particular area, or proven fundraising abilities.

5. Meetings

5.1 Annual General Meeting

- 5.1.1 This Society shall hold an annual meeting on or before May 31 in each year, of which notice in writing to the last known email address of each member shall be sent 30 days prior to the date of the meeting.
- 5.1.2 At this meeting there shall be elected a minimum of President, Secretary, Treasurer, (or Secretary/Treasurer), and up to three Directors in accordance to 4.2.
- 5.1.3 Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such a meeting. Any Member in good standing shall be

eligible to any office in the Society.

5.1.4 The number of votes required to pass a motion at an AGM is 50% plus one vote, unless it is a Special Resolution, then refer to definition 2.6 above.

5.2 General Meeting

5.2.1 General meetings of the Society may be called at any time by the President or Board by notice in writing to the last known email address of each member at least three days prior to such meeting.

5.2.2 The number of votes required to pass a motion at a General Meeting is 50% plus one vote.

5.3 Special Meeting

5.3.1 A special meeting shall be called by the President, setting forth the reasons for calling such a meeting, which shall be in writing to the last known email address of each member.

5.3.2 The number of votes required to pass a motion at a Special Meeting is 75%.

6. Voting

6.1 Any Member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at an AGM or Special Meeting of the Society. Such votes must be present at the meeting and not by proxy or otherwise.

7. Quorum

7.1 Four Board Members shall constitute a quorum at any meeting. If a quorum is not reached, then the meeting shall be referred to as an informal meeting only.

8. Auditing

8.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the AGM of the Society.

8.2 The fiscal year end of the Society in each year shall be December 31.

8.3 The books and records of the Society may be inspected by any Member of the Society at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of the same. Each Board Member shall at all times have access to such books and records.

9. BORROWING POWERS

9.1 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

10. BYLAWS

10.1 The Bylaws may be rescinded, altered or added to by a "Special Resolution."

11. DISSOLUTION

11.1 In the event of the dissolution of the Acadia Community Garden and Art Society and after payment of liabilities, all assets shall be distributed to one or more recognized charitable

organizations in Calgary, Alberta by Special Resolution of the members.

Date: April 20, 2021