

# WILMOT GARDEN CLUB CONSTITUTION

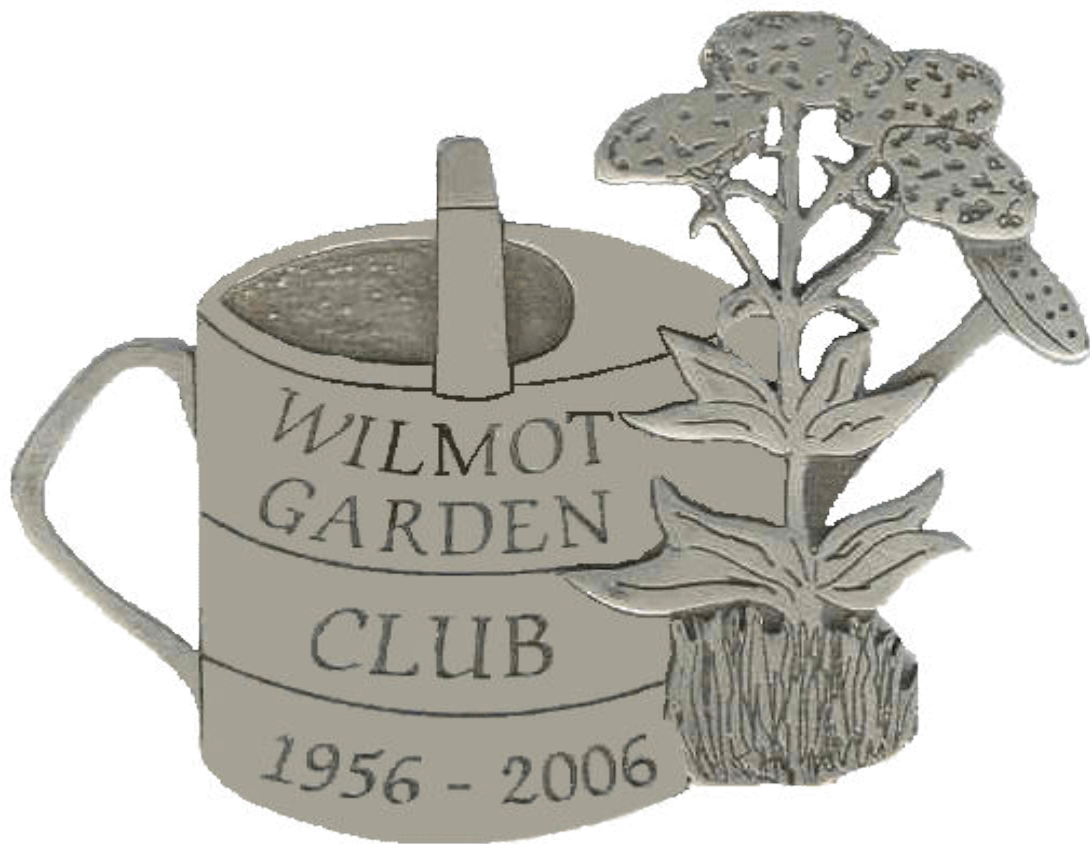


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## **ARTICLE 1. IDENTITY**

### **1.1 Name**

1.1.1 The name of this organization is the Wilmot Garden Club.

### **1.2 NSAGC Membership**

1.2.1 To further the objectives of the membership of the Wilmot Garden Club, this Club shall maintain membership in the Nova Scotia Association of Garden Clubs (NSAGC), and shall pay annual membership dues as levied by the NSAGC and approved by the membership.

## **ARTICLE 2. CLUB OBJECTIVES**

2.1 The Club objectives are to promote and encourage:

2.1.1 Club Members' Gardening as a principle objective, enhancing each member's gardening abilities through the exchange of gardening information amongst the membership and by presenting special training programs within the Club and for other interested parties;

2.1.2 Community Gardening and Beautification as a general interest in gardening and beautification projects within the Communities in which the Club members live;

2.1.3 Environmental Awareness – responsible use of the earth's resources as it pertains to gardening, while recognizing the earth's environmental sensitivities; and

2.1.4 Competitions – member participation in garden-related competitions including Club Shows, Rallies, Fairs, Provincial Agriculture Shows and NSAGC Events.

## **ARTICLE 3. DEFINITIONS**

3.1 For the purpose of this Constitution, the following Definitions shall have the meanings as described herein:

3.1.1 "Quorum" – Quorum shall mean the lesser of 50% of the membership, or ten (10) members plus at least half of the Officers;

3.1.2 "Proper Notice" – Proper notice shall mean a phone around and an e-mail message sent to each member, with confirmation received from at least a quorum in not less than 48 hours prior to the meeting; and

3.1.3 "Annual Dues" – Annual Dues shall be paid once per fiscal year by each member. Honorary Life Members shall be exempt. The amount shall be established at the Annual General Meeting (AGM).

## **ARTICLE 4. MEMBERSHIP**

- 4.1 Membership shall be open to anyone interested in supporting the Club objectives and who pays the Annual Dues. In addition, the Club may recognize as members those persons, who by virtue of their contributions over time, have been elected Honorary Life Members.

## **ARTICLE 5. CLUB EXECUTIVE POSITIONS/OFFICERS**

- 5.1 The Executive positions of the Club shall be as follows:
- a. President
  - b. Vice-President
  - c. Secretary
  - d. Treasurer
  - e. Immediate Past President
  - f. Co-Chair – both the President and the Vice-President shall be referred as (a) Co-Chair, and (b) shall share the duties normally carried out by the President. In the capacity of Co-Chair, the Vice-President may not automatically assume the position of President.
- 5.2 The person filling an Executive position shall be deemed an Officer of the Club.
- 5.3 The period of time in office for each Officer shall normally be two (2) years. To provide continuity, elections for the President (Co-Chair) and Vice-President (Co-Chair) shall be held in odd-numbered years and for the Treasurer and Secretary in even-numbered years. All Officers shall be elected by a simple majority vote. The outgoing President shall automatically fill the position of Immediate Past President, unless the person is unable or unwilling to perform the function. In this case, the position may either remain vacant or be filled by any other retired president(s) at the pleasure of the membership.
- 5.4 Only in the event of failure to obtain another suitable candidate may an incumbent of any position be permitted to retain that position beyond the basic period. In any event, all positions shall only be filled by formal elections and voting.
- 5.5 Guidelines for the functions of the Club Executive positions are contained in Appendix A to this Constitution.

## **ARTICLE 6. STANDING COMMITTEES**

- 6.1 Standing Committees shall be formed for each year as follows:
- a. Constitution
  - b. Programs
  - c. Publicity
  - d. Web Site
  - e. Lunch
  - f. Sick and Visiting
  - g. Phone
  - h. Nominating
  - i. Audit
  - j. Scholarship
- 6.2 Guidelines for the Standing Committees are contained in Appendix B to this Constitution.

## **ARTICLE 7. FINANCIAL**

- 7.1 The Wilmot Garden Club is operated as a not-for-profit organization. It shall not, however, operate at a deficit.
- 7.2 Fiscal Year. The Fiscal Year for the Wilmot Garden Club shall be from the AGM held in November of the current year until the AGM in the following year.
- 7.3 Financial Control
- 7.3.1 Bank Account. The majority of the Club's financial assets shall be kept in a bank account under the full control and visibility of the Club's Officers and membership.
- 7.3.2 Transaction Control. The Club's Account shall require at least two signatures by Club Officers (signatories) for any duly authorized transaction.
- 7.3.3 Signatories. None of the signatories to the Club's Account can be related by birth or marriage.

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- 7.3.4 Cash Floats. Both the Treasurer and the Secretary may keep small cash floats. These accounts may be “topped up” by a simple motion at any monthly meeting. The limit for these floats shall be set at the AGM.
- 7.4 Spending Limitations/Authority
- 7.4.1 General. Except for Special Events (see Article 7.4.7), spending limitations for any event or expenditure shall be established at the AGM.
- 7.4.2 President’s Spending Authority. Both Co-Chairs shall have the authority to incur expenses for items not otherwise covered herein, providing the Co-Chair has the concurrence of a majority of the Executive. These expenditures shall be ratified at the monthly meeting immediately following the expenditure. The per-item limit of such expenditures shall be set at the AGM.
- 7.4.3 Prize Donations. Specific gardening prizes may be established and sponsored by the Club for Gardening Show winning entries. The limit for such prizes shall be set at the AGM.
- 7.4.4 Memorial Donations. The limit for Memorial Donations for members and immediate family members shall be set at the AGM.
- 7.4.5 Special Speakers. Transportation expenses of a guest speaker may be partially defrayed. The limit for this payment shall set at the AGM.
- 7.4.6 Exhibition Prizes. Prizes shall be awarded for winning Flower and Vegetable entries at the Annapolis Valley Exhibition. The limit for each prize shall be set at the AGM.
- 7.4.7 NSAGC Delegates. Delegates representing the Club at the NSAGC Convention shall be reimbursed for the amount equaling registration and the cost of the Saturday evening banquet. This reimbursement will be paid at the next regular meeting after the Convention.
- 7.4.8 Special Events. The above limits notwithstanding, spending limits for any Special Event may be determined at a monthly meeting preceding the event.
- 7.4.9 Annual Scholarship Award. An Annual Scholarship Award, normally \$250.00, shall be awarded to a deserving student who has met a determined merit criteria, drawn from either of the two local high schools (West King's High School (WKHS) and Middleton Regional High School (MRHS)), who enters a post-secondary program in horticultural or environmental-related studies. Any proposal for an Annual Scholarship Award in excess of \$250.00 must be presented for approval to the general membership.

7.5 Audit of Accounts

7.5.1 The accounts of the Wilmot Garden Club shall be audited annually by the Audit Committee prior to the AGM.

## **ARTICLE 8. MEETINGS**

8.1 Annual General Meeting. The AGM shall be held in November immediately following the regular monthly meeting.

8.1.1 AGM Order of Business. The Order of Business for the AGM shall normally be as follows:

- a. Minutes of Previous Meeting
- b. Business arising from the Minutes
- c. Officers' Reports
- d. Committee Year End Reports
- e. Review of Constitution
- f. Nominations
- g. Election of Officers
- h. Encumbering of Committees
- i. Review/set financial limits as per Articles 3.1.3, 7.3 and 7.4
- j. Any Other Business
- k. Meeting Adjournment

8.2 Monthly Meetings. Monthly meetings are normally held on the third Wednesday of each month. In keeping with subparagraphs 8.2.2 and B.2.1, the Club Executive has determined that no official meeting will be held in January and February; that is, there will be no business meeting. Workshops as determined by the Programs Committee will take the place of the regular monthly meeting.

The President (Co-Chair) and/or Vice-President (Co-Chair) shall have the authority to cancel monthly meetings due to inclement weather or other events beyond Club control. When such action is taken, the membership with no listed e-mail address shall be advised via the Phone Committee, in conjunction with an e-mail notice sent to the rest of the membership by the Secretary.

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8.2.1 Order of Business. The Order of Business for Monthly Meetings shall normally be as follows:

- a. Roll Call
- b. Minutes of Previous Monthly Meeting
- c. Business Arising from the Minutes
- d. Correspondence
- e. Treasurer's Report
- f. Committee Reports
- g. Old Business
- h. New Business
- i. Question/Answer Period
- j. Meeting Adjournment
- k. Monthly Program Activity

8.2.2 At the discretion of the Club Executive, the Order of Business may be amended for any particular monthly meeting. A roll call would still be conducted and members given the opportunity to bring forth any items they feel could not wait until the next regular monthly meeting.

8.3 Executive Meetings. Executive meetings may be held at the discretion of the Executive, but proper notice shall be given. At such meetings, at least a Co-Chair, the Secretary and the Treasurer must be present. In the event that any one or more of these persons is unavailable, then one other Officer must be present. The proceedings of any Executive meeting shall be reported to the membership at the next monthly meeting.

8.4 Voting. A quorum shall be required to execute decisions of significance to the Club. A simple majority vote is required to pass any motion. In the event of a tied vote, the Chairperson shall cast the deciding vote in accordance with Article 8.5, Rules of Order.

8.5 Rules of Order. The Rules of Order used shall be *Parliamentary Procedure at a Glance, New Edition*, by O. Garfield Jones.



## **ARTICLE 9. CONSTITUTION AMENDMENT**

- 9.1 The Club shall review the Constitution on an annual basis and any proposed amendments to the Constitution shall be dealt with at the AGM.

## **ARTICLE 10. DISPUTES**

- 10.1 Any dispute that arises that cannot be handled in a normal fashion, shall be resolved in a fair and equitable manner by the Executive and shall be reported to the membership at either the monthly meeting or the AGM as deemed appropriate by a Co-Chair.

## **ARTICLE 11. CLUB ASSETS**

- 11.1 Non-financial Club assets such as books, photos, show materials and memorabilia may be stored as agreed upon by the Club membership.

## **ARTICLE 12. CLUB VIABILITY**

- 12.1. In the event a quorum cannot be gathered for four consecutive monthly meetings, the Officers of the Club are empowered to determine Club viability.
- 12.2. If the viability is in question, the encumbered Executive shall retain their positions until such time as:
- 12.2.1 The membership and activity of the Club indicate that the Club is once again viable, as determined by the successful convening of an AGM; or
- 12.2.2 It is determined by the Executive that it is improbable that the Club can be made viable. In this case, Article 12.4 shall be executed.
- 12.3 During any period where the Club viability is in question, the encumbered Executive shall take all appropriate measures to safeguard all Club assets.
- 12.4 Dissolution. If it is determined that the Club is no longer viable, the encumbered Executive shall:
- 12.4.1 Resolve any outstanding debts;
- 12.4.2 Determine a fair distribution of the Club assets in accordance with the objectives of the Club as laid out in Article 2; and
- 12.4.3 Advise the NSAGC of the dissolution, including distribution details for any tangible assets.

## **ARTICLE 13. REPORTS AND RETURNS**

- 13.1 In recognition of our membership in the NSAGC, the Wilmot Garden Club shall be obligated to provide a Historical Annual Report of the Club's activities. A copy of this Report shall be made available to the NSAGC Historian at the yearly District Meeting.

## **ARTICLE 14. NSAGC DELEGATE**

- 14.1 Normally, two members from the WGC membership represent the Club as voting delegates at the annual NSAGC Convention. These delegates attend and vote at the NSAGC's annual general meeting (AGM), and attend the activities put on by the hosting club. Each delegate is required to make a brief verbal presentation of the Convention to the other Club members, as well as present a written report to the secretary.

## APPENDIX A

### GUIDELINES AND TERMS OF REFERENCE FOR CLUB EXECUTIVE

#### **A.1 GENERAL**

- A.1.1 By accepting election to a Club Officer position, an individual has indicated a willingness to serve. Duties should, where possible, be assigned on the basis of capability and availability.
- A.1.2 All Club Officers should encourage membership in the Club and be sensitive to suggestions from the membership.
- A.1.3 The responsibilities below are not inclusive, and are provided as a guide only.

#### **A.2 PRESIDENT (also referred to as “Co-Chair)**

- A.2.1 The President is the Club’s Chief Executive Officer and shall set the tone of Club activities. Although responsible for seeing that all the tasks are performed, the President should avoid getting personally involved in their completion. Specific duties are outlined below.
- A.2.2 The President is responsible for seeing that all tasks are performed. In general, the President:
  - a. Maintains contact with the Nova Scotia Association of Garden Clubs for matters of policy and items of general interest.
  - b. Monitors all activities within the Club and acts to correct any weaknesses or problems that arise.
  - c. Delegates responsibilities appropriately and equitably among Club officers.
  - d. Monitors and guides the activities of all Club officers.
  - e. Ensures continuity is maintained by constant briefing of the Vice-President (other Co-Chair).
  - f. Calls, prepares agenda for and chairs executive committee and general meetings.
  - g. Seeks out and encourages members to volunteer as executive or committee members.

### **A.3 VICE-PRESIDENT (also referred to as “Co-Chair)**

A.3.1 The Vice-President understudies the President (other Co-Chair) and must be prepared to act in the absence of the President. He/she may be asked by the President to conduct unique tasks, and to serve as a committee chairperson. The Vice-President should consider the position as preparation for the role of President. More detailed terms of reference are outlined below.

A.3.2 In general, the Vice-President:

- a. Maintains close contact with the President (other Co-Chair) and other Club Executive and Chairpersons.
- b. Should be aware of all Club activities underway or contemplated and ensures they are in keeping with the Club objectives, alerting the President if there is a conflict with the Club Constitution or the NSAGC.
- c. Must be prepared to fill in for the President at any time, to ensure the smooth functioning of the Club.
- d. Is expected to act as Chair of one or more of the standing committees.
- e. Identifies potential executive or committee candidates.

### **A.4 SECRETARY**

A.4.1 The Secretary is responsible for control of correspondence and records. In addition to the specific tasks outlined below, the Secretary maintains the Club’s general database.

A.4.2 The Secretary is responsible to the Co-Chairs for the administration of the Club. In general, the Secretary:

- a. Records and handles all incoming and outgoing Club correspondence.
- b. Records and maintains the minutes of all Club meetings.
- c. Sends e-mail to members to provide upcoming meeting details, announcements, and distribution of special articles.
- d. Maintains updated lists of all Club members, and provides the names of current members and their telephone numbers to the Webmaster.
- e. In conjunction with the relevant committee chairpersons, prepares and submits any required reports to the NSAGC.
- f. Orders Club stationery and supplies.

- g. Maintains an inventory of Club assets, including their location.
- h. Identifies potential executive or committee candidates.

## **A.5 TREASURER**

- A.5.1 The Treasurer is responsible for controlling and for reporting Club financial activities. Specific duties are outlined below. He/she may be asked to serve as a committee chairperson, or complete other discrete tasks.
- A.5.2 The Treasurer is responsible to the Co-Chairs for the financial management of the Club. In general, the Treasurer:
- a. Supplies to the Secretary the names of previous members whose dues are in arrears.
  - b. Prepares budget/financial reports for approval at the appropriate meeting.
  - c. Receives membership fees and other income, issues receipts and membership cards.
  - d. Pays membership fees to the NSAGC.
  - e. Pays all approved expenses or disbursements incurred by the Club.
  - f. Maintains control of Club funds and keeps accurate financial records.
  - g. In conjunction with the Audit Committee chairperson, ensures the conduct of an annual audit.
  - h. Identifies potential executive or committee candidates.

## **A.6 IMMEDIATE PAST PRESIDENT**

- A.6.1 The Immediate Past President provides vital continuity, giving advice on previous Club activities and identifying the background for policy decisions. The Immediate Past President shall act as the Chairperson for the Nominating committee and shall prepare and present a Nominating Report at the AGM.
- A.6.2 The Immediate Past President shall inform the President and Vice-President (in capacity of Co-Chairs) on historical decisions and advise them on matters concerning the Club's best interest. In general, the Immediate Past President should:
- a. Maintain close contact with the Co-Chairs and the Executive.
  - b. Provide assistance or advice to new members of Club committees.

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- c. Be prepared to fill in for the either Co-Chair in their absence.
- d. Not act as Chair of any of the standing committees for at least two (2) years following the termination of his or her term of office as Club President; the exception being in the event there is no (other) volunteer from the Club membership.
- e. Perform as the Chairperson of the Nominating Committee and prepare the Nominating Committee Report for the AGM in November of each year.

## APPENDIX B

### GUIDELINES FOR STANDING COMMITTEES

#### **B.1 CONSTITUTION**

- B.1.1 As per Article 9 of the Constitution, the Constitution Committee is to conduct an annual review of the Club Constitution. Results of the review and recommendations are to be prepared in time for the AGM.

#### **B.2 PROGRAMS**

- B.2.1 For each monthly meeting with the exception of November, the Programs Committee is responsible for organizing an informative presentation or activity, in keeping with the Club objectives. The activities need not immediately precede or follow the regular meeting, but should take into consideration members' ability to attend.
- B.2.2 Presentations/activities should be planned well enough in advance to allow for appropriate publicity and member preparation. Close liaison with the Secretary, Publicity and Phone Committees is required.

#### **B.3 PUBLICITY**

- B.3.1 The Publicity Committee is responsible for informing the general public, as well as members, of all Club activities. Close liaison with the Secretary and Programs Committee (or Special Event Coordinator) is required. Notice of upcoming events, provided in time to allow for proper member preparation, and follow-up reports of the events should be provided. Local media and flyers posted in local outlets, where permitted, should be used. Whenever possible, photographs are to be taken, both for publicity of activities and for inclusion in the Club scrapbook.

#### **B.4 WEB MASTER**

- B.4.1 The Web Committee shall provide internet support for the Publicity Committee and the Program Committee.
- B.4.2 The Club Webmaster will update the WGC Website no later than one (1) week prior to a regularly scheduled meeting of the Club. The following will be made available to club members via the website: a Club calendar, the program scheduled for the next meeting and important items scheduled for the agenda for that meeting, advice for entering the Flower and Vegetable Show, the draft Minutes of the previous meeting, a list of the current Officers and Committees, a photographic record of the current year's activities and a copy of the most recent edition of the Constitution.

- B.4.3 The Webmaster shall keep electronic copies of all files on the appropriate device (USB stick, “cloud”, etc.). To be included with the electronic address files is the logon information to the site (Web Hosting facility name, Address, User Name, and Password). The storage device will be updated yearly in November, labelled as to which year it represents and filed with the Secretary.
- B.4.4 The Web Committee shall encourage all members to submit photographs with attached captions and write-ups, where appropriate, of their gardening activities or club or NSAGC activities. Such contributions, if deemed appropriate by the Webmaster, may be displayed either on the Club’s website or on a social media site.
- B.4.5 The minimum number of members required for this Committee to meet all its obligations is three (3); one (1) Webmaster, and two (2) members to be responsible for social media sites.
- B.4.6 The Secretary shall provide the Webmaster with the names of current members and their telephone numbers. A member database shall be maintained by the Webmaster. Members may request to have their telephone numbers excluded. The data base shall be password protected with the password changed annually.

## **B.5 LUNCH**

- B.5.1 The Lunch Committee is responsible for canvassing the membership at the beginning of the Club year (normally the November AGM) to compile a list of volunteers to provide a modest snack for their specific monthly meeting. All members are expected to contribute equally in providing sandwiches/sweets when called upon.
- B.5.2 Members are responsible for providing snack foods; and the Lunch Committee is responsible for the purchasing and setup of coffee, tea, and juice, and maintaining coffee supplies (Styrofoam cups, napkins, etc.).

## **B.6 SICK AND VISITING**

- B.6.1 The Sick and Visiting Committee is responsible for advising the Club of members who are indisposed, either at home or in hospital. Visits to such members are encouraged, the interests of the individual always being of foremost importance.



## **B.7 PHONE**

- B.7.1 The Phone Committee is responsible for alerting members who do not have an e-mail address of upcoming events or changes to planned activities. Close liaison with the Programs Committee (or Special Event Coordinator) and Secretary is essential to permit adequate notification.

## **B.8 NOMINATING**

- B.8.1 The Nominating Committee is responsible for canvassing the membership to identify members who wish to stand for election to the Club Executive, in accordance with Article 5 of the Constitution. The Nominating Committee will conduct the annual election of Officers in accordance with Article 5.3. The Immediate Past President shall act as the Chairperson for the Nominating Committee meetings.

## **B.9 AUDIT**

- B.9.1 The Audit Committee shall ensure the Club's financial records are audited in accordance with Article 7.5 of the Constitution. Additionally, the Audit Committee may be called upon by the Co-Chairs to conduct an audit of any of the Club's activities.

## **B.10 ANNUAL SCHOLARSHIP AWARD**

- B.10.1 The Scholarship Committee shall contact the two local high schools (WKHS and MRHS). The Committee shall select the winning candidate from the applications submitted, based on determined merit criteria, and present the scholarship to the winner at the applicable high school's annual graduation ceremony.
- B.10.2 Upon confirmation of acceptance and enrolment of the Annual Scholarship Award winner in a post-secondary institution offering environmental or horticultural studies, the Treasurer will issue a check to the recipient after successful completion of the winner's first semester, and subsequent enrolment in their second semester of environmental or horticultural study.