

District 10 By-Laws, Procedures and Protocols

INTERPRETATIONS

In the By-Laws, Procedures and Protocols of the District, unless the context otherwise specifies or requires:

- 1) "Act" refers to the Agricultural and Horticultural Organizations Act, R.S.O. 1990, found here: [Agricultural and Horticultural Organizations Act, R.S.O. 1990, c. A.9 \(ontario.ca\)](#)
- 2) "Annual General Meeting (AGM)" means an annual meeting of its members as stated in the Agricultural and Horticultural Organizations Act RSO 1990.
- 3) "District" refers to the Ontario Horticultural Association (OHA) District 10 Thames Valley, encompassing the Horticultural Societies/Garden Clubs located within the Counties of Middlesex, Elgin, Oxford, Perth and Lambton Shores.
- 4) "Horticultural Society/Garden Club" or "Society/Club" shall be any organization with horticultural interests located within the designated geographic area of the District.
- 5) "Board" refers to the Board of Officers and Directors of the District.
- 6) "Review/Audit" or "Financial Reviewer" means an examination of the financial records of the District once a year by independent, objective, and knowledgeable persons.
- 7) "Member" is an individual who pays the annual fee to an Affiliated Society/Club.
- 8) "Affiliated Society/Club" refers to the Societies/Clubs in good standing who have paid the annual fee to the District.
- 9) "Meeting" is any meeting that may be held at an in-person venue or may be held virtually (via telephone, electronic or other communication facilities) as permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Hybrid meetings are a combination of in-person and virtual attendees in the same meeting; the same conditions apply for attendees.
- 10) "OHA/GardenOntario" refers to the Ontario Horticultural Association with the registered trademark of GardenOntario®.
- 11) "Incorporation by OMAFA" (formerly OMAFRA) is a designation given as a non-profit organization to all Horticultural Societies/Garden Clubs registered with the government of Ontario. (Note: This is not a registered charitable organization designation).
- 12) OMAFA is the Ontario Ministry of Agriculture, Food and Agribusiness.

BYLAWS

Article I: NAME

The official name of the organization shall be Ontario Horticultural Association District 10 Thames Valley (herein District 10 Thames Valley/ the District).

Article II: AUTHORITY

District 10 Thames Valley is established under the authority of the Ontario Horticultural Association Constitution.

Article III: OBJECT

- a. The object of the District is to encourage the development of horticulture as defined in section 36 of the Agricultural and Horticultural Organizations Act, R.S.O. 1990 A.9.
- b. To act as a liaison between the Societies/Clubs and the Ontario Horticultural Association.
- c. To be a support for the Societies/Clubs of District 10 through education, leadership, training, and arbitration.

Article IV: MEMBERSHIP

- a. Membership to the District shall be open to all Horticultural Societies/Garden Clubs in the geographical district of District 10 and who are incorporated under the Act.
- b. A membership fee, based on Society membership numbers, shall be paid each year to the District.
- c. The fee shall be established and reviewed by the District Board of Directors from time to time.
- d. Any change in fee structure will be proposed not less than 60 days prior to the AGM, ratified at the AGM by a majority of votes cast, and come into effect the next fiscal year.
- e. New societies start to pay fees the year after incorporation.

Article V: OFFICERS & DIRECTORS

- a. The Officers of the Board shall consist of a District Director; Past District Director; (4) four Assistant Directors (one from each County of the District). District Director and the Assistant Directors are elected positions.
- b. The Directors of the Board are appointed by the Board and shall consist of a Secretary, a Treasurer (or Secretary/Treasurer), and a Webmaster.
- c. The Officers and Directors will have a voice and a vote at Board meetings.
- d. A Flower Show Convenor shall be appointed by the Board as a member-at-large.
- e. Two Financial Reviewers shall be appointed each year by the Board.
- f. The Board may still operate with less than a full slate of officers and directors.

Article VI: ELECTION OF OFFICERS

- a. The elections and installation of the Officers of the Board will occur during an AGM by an official representative appointed by the OHA. If no OHA representative is available, a Past District Director may be appointed.

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- b. If two nominations for the same position should occur, a secret ballot vote will be held and decided by the majority of votes cast.

Article VII: MEETINGS

- a. District Board meetings shall be scheduled at the discretion of the District Director, usually after OHA board meetings in this way new information may be passed on to the board.
- b. A quorum for a District Board meeting shall be (5) five members.
- c. A quorum for the AGM shall be at least one delegate from 50% plus one of the member Societies in the District.
- d. Meetings may be held at an in-person venue or may be held via electronic means provided such means allow all in attendance the ability to hear, have a voice and vote.
- e. Roberts Rules of Order shall govern the District on all matters not covered by the Bylaws of the District. Should the Rules of Order or the Bylaws be in opposition to ONCA (Ontario Non-profit Corporations Act, 2021), ONCA presides.
- f. An Annual General Meeting of the District shall be held in April of each year and will be hosted by an Affiliated Society/Club in a rotating schedule.
- g. Each member Society/Club shall receive notice of the set date of the District AGM as soon as the information is available in the current year. Such notice shall include an invitation, draft agenda, and other pertinent information.

Article VIII: VOTING

- a. A Society must have paid the current District fees for delegates from that Society to be eligible to vote.
- b. Each eligible delegate of a Society is entitled to one vote on each issue.
- c. Voting will be decided by the majority of votes cast in person, by proxy, or by electronic means in a secret ballot or show of hands.

Article IX: DUTIES OF OFFICERS AND DIRECTORS

- a. The organization of OHA District 10 Thames Valley shall be managed by the District Director and the Board of Directors.
- b. It shall be the duty of the District Director or designate to attend all OHA board meetings, to preside at all District meetings, decide all questions of order, and promote the interests of the District and the OHA.
- c. The District Director may call a Special Meeting of the membership.

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- d. It shall be the duty of the Immediate Past District Director to mentor and advise the current Director in their role.
- e. It shall be the duty of the Assistant Directors to attend all meetings of the Board, to assist the District Director and be a support for the Societies in their region. In the Director's absence, the powers and duties of the Director shall be assumed by the most senior Assistant Director; if the Director is unable to assign the duty due to unforeseen circumstances.
- f. It shall be the duty of the Secretary to attend all meetings of the District, keep accurate minutes and send copies to the Board within a timely manner, conduct correspondence, keep the files and records of the District, update contact information, and other duties as assigned by the District Director.
- g. The Webmaster is responsible to maintain the online presence of the District ie: website, GardenOntario District page; to keep information current and changes made as per instruction from the Director or the Board.
- h. The Treasurer shall attend all meetings of the District, to receive and account for all monies which shall be deposited in any chartered bank or trust company approved by the Board. All expenditures of money must be approved by the Board and accounted for in the records of the District. The Treasurer shall prepare the year-end Financial Statement, and have it approved by two Financial Reviewers prior to the AGM. It is the responsibility of the Treasurer to send Societies an invoice of fees; and to provide the OHA Treasurer with the District's year-end financial statements and financial reviewer report.
- i. It shall be the duty of the Financial Reviewers to certify the correctness of the financial activities of the District and verify the financial account books maintained by the Treasurer.
- j. The District financial year shall be from the 1st of January to the 31st of December.

Article X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director and Officer of the OHA District 10 Thames Valley, whether elected or appointed, 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 OHA District 10 Thames Valley from and against:

- a) all costs, charges and expenses whatsoever such Director or Officer 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;
- b) all other costs, charges and expenses they sustain or incur in or about or in relation to the affairs of the OHA District 10 Thames Valley; except such costs, charges and 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 OHA District 10 Thames Valley. The Ontario Horticultural Association offers comprehensive group insurance to cover this liability.

PROCEDURES and PROTOCOLS:

Section I: TERMS OF OFFICE

OFFICERS: (elected positions)

- a) The District Director serves a term of 1 year and may be re-elected to a maximum of 5 consecutive years. One additional year of service may be added under extenuating circumstances. (5 years is recommended by OHA). Any person who has served as a District Director, after an absence from the position for one election period, may again run for office as a District Director as per OHA bylaws.
- b) Assistant Directors serve a 1-year term and may be re-elected to a maximum of (4) four consecutive years. (4-year term is recommended by OHA). One additional year of service may be added under extenuating circumstances. Any person who has served their full term; may let their name stand for the elected position after an absence of one election period. Four Assistant Directors are to be elected, one from each County in the District.
- c) A term shall be from one Annual General Meeting of the District until the next Annual General Meeting of the District.

DIRECTORS: (by Board appointment)

- d) Secretary and Treasurer or Secretary-Treasurer, serve a term of 1 year and may be reappointed for a maximum of 4-5 years, alternating around the Director's term. (4 to 5 years is recommended) The Director and Secretary should not leave the same year to maintain continuity of procedures. The Secretary and Treasurer or Secretary-Treasurer has a voice and a vote.
- e) Webmaster and Flower Show Convenor serve a 1-year term and may be reappointed to a maximum of 4 consecutive years. The Webmaster has a voice and a vote.
- f) A Flower Show Convenor shall be appointed and serve a 1-year term and may be reappointed to a maximum of 4 consecutive years. They shall serve as a member-at-large and attend meetings of the board upon request.
- g) Any position on the Board of Directors becoming vacant following the AGM or during their term may be filled by appointment by the Board for an interim period of (1) one year.

Section II: THE SCHEDULED ROTATION OF OFFICERS AND DIRECTORS

- a. Assistant Directors to be chosen from Societies within each County as outlined in the rotation schedule, except Perth who have the addition of that portion of Lambton County that is Lambton Shores.
- b. The District Director, Secretary, Treasurer, Webmaster, and Flower Show Convenor may come from any Society in District 10.

Section III: NOMINATION CHAIR & MASTER GARDENER SPEAKER

- a. The Nomination Chair is appointed by the Board to form a committee with the mandate to fill vacancies on the board.
- b. Master Gardener Speaker to be selected from within the counties of the District if available.

Section IV: CHANGES TO BY-LAWS, PROCEDURES AND PROTOCOLS

- a. These By-Laws, Procedures and Protocols of the District may be amended, revised, or revoked by the Board and approved by a majority of votes cast at an Annual General Meeting (AGM) or Special Meeting.
- b. A notice of motion in writing of such proposed amendment, revision, or revocation has been given at the previous AGM, or
- c. District Director notifies the Secretary in writing of the particulars of a proposed amendment 60 days prior to an AGM or Special Meeting, and
- d. That each District Society is notified in writing of the proposed amendments 40-50 days prior to an AGM or Special Meeting.

Section V: DISSOLUTION

Should the District be dissolved by amalgamation, closed by OMAFA, or otherwise cease to exist, the assets of the District are considered to belong to the Societies of the District, and any net funds remaining shall be dispersed on a per capita basis.

NOTES:

First District 10 Thames Valley Constitution passed October 1989, became effective 1990 by Cecil Wright.

Revised: April 1997 & 1999 by Florence Kelly, Marian Mainprize, Anna Peterson.

Revised April 9, 2011 by Anna Peterson (Past District Director), Cheryl Losch (Assistant Director for Middlesex).

Revised April 21st, 2018 by Shelley MacKenzie (District Director), Joyce Schlegel (Assistant Director Middlesex), Sheryl Law (Assistant Director Perth), Sherry Burgess (Assistant Director Elgin), Albert Acre (Assistant Director Oxford), Carol Acre (Treasurer) and Dona Birtwistle (Secretary).

Revised by addition of Indemnity Clause November 21 2020

Shelley MacKenzie, (St Thomas, District 10 Director); Maureen Cocksedge (Stratford, Secretary); Sherry Burgess (St Thomas, Assistant Director Elgin); Joyce Schlegel (Strathroy-Caradoc, Webmaster); Samm Okolisan (West Lorne, Treasurer); Bernice Barratt, (Stratford, Assistant Director Perth/Lambton Shores; Albert Acre (Tillsonburg, Assistant Director Oxford; Pat Graham, (London, Assistant Director Middlesex).

Revised April 27, 2024 to comply with ONCA legislation by Joyce Schlegel (District 10 Director, Strathroy-Caradoc) and a committee of the Board of Directors; approved at the AGM by a majority vote of the members present.