

**The Society Act of British Columbia**

**Registration certificate S-23848**

**THE VICTORIA  
RHODODENDRON  
SOCIETY**

**Constitution  
and  
Bylaws**

**2010**

**Registration Certificate No S-23848**  
**THE VICTORIA RHODODENDRON SOCIETY**  
**CONSTITUTION**

1. The name of the Society is 'The Victoria Rhododendron Society'.
2. The purposes of the Society are:
  - (a) to encourage interest in and dissemination of information and knowledge about the genus Rhododendron.
  - (b) to provide a medium through which all persons interested in the genus Rhododendron may communicate and cooperate with others of like interest through educational and scientific studies, meetings, publications and similar activities.
  - (c) to carry out or sponsor scientific research, educational activities, test gardens, the collection of information concerning Rhododendrons and the production of special publications.
  - (d) to enter into joint undertakings with other botanical, and horticultural groups and to carry on the activities associated with the American Rhododendron Society.
3. The operations of the Society are to be carried on chiefly in the area of southern Vancouver Island of the Province of British Columbia. This provision is alterable.
4. The Society maintains affiliation as a Chapter with the American Rhododendron Society and may affiliate with any other society having similar interests. This provision is alterable.
5. In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a nonprofit society having purposes similar to the Society in the Province or elsewhere in Canada as directed by the members. This provision is unalterable.

THE VICTORIA RHODODENDRON  
SOCIETY

**BYLAWS**

1. MEMBERSHIP

1.1 The members of the Society are the subscribers of the Constitution and Bylaws and include every person who agrees to become a Full member, Associate member, Honorary Life member, or *Friend*, or any other class of member by whatever name called.

1.2 The Society shall have the following classes of members:

1.2.1 Full Chapter Member - shall mean a person who is a fully paid up member of the Society and the American Rhododendron Society.

1.2.2 Associate Chapter Member shall mean a person who is a fully paid up member of another Chapter of the American Rhododendron Society.

1.2.3 Honorary Life Member shall mean a person who has been awarded a Full Membership in the Society for life.

1.2.4 *Friend* - shall mean a person who is a fully paid up member of the Society but who is not a fully paid up member of the American Rhododendron Society.

1.2.5 Any person who applies, in writing or verbally to the Society and meets the requirements herein for a Full, Associate, Life or *Friend* membership shall be a member of the Society in good standing.

1.3 A person shall cease to be a member of the Society

1.3.1 by delivering his/her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,

1.3.2 on his/her death or, in the case of a corporation, on dissolution;

1.3.3 on being expelled; or

1.3.4 on having been a member not in good standing for THREE (3) consecutive months.

1.4 The Directors have the power, by a vote of three-fourths of those present, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interests or reputation of the Society. No member shall be expelled or suspended without being notified of the charge or complaint against him/her or without having first been given an opportunity to be heard by the Directors at a meeting called for the purpose.

1.5 Any member who resigns, withdraws, or is expelled from the Society shall forfeit all right, claim and interest arising from or associated with membership in the Society.

2. MEMBERSHIP FEES

2.1 The fees payable by members shall from time to time be fixed by majority vote of the Board of Directors.

2.2 The Treasurer shall notify the members of the fees at any time payable by them and, if any are not paid within THREE (3) months of the date of such notice thereof, the members in default cease to be members of the Society. A member will, on payment of all outstanding fees, be reinstated.

3. ANNUAL GENERAL MEETING

3.1 The annual General Meeting shall be held in March of each year at a date time and place determined by the Board of Directors, THIRTY (30) days notice in writing of the date, time, and place of the Annual General Meeting must be given to all members,

#### 4. GENERAL MEETINGS

4.1 General Meetings shall be held in the months of January, February, March, April, May, September, October and November unless cancelled by the Board of Directors.

#### 5. SPECIAL MEETINGS

5.1 Special Meetings of the Society shall be held at such time and places as may be determined from time to time by the Board of Directors of the Society or within TWENTY-ONE (21) days of receipt by the Secretary of the written request of not fewer than TEN (10) PERCENT of the members, provided that such a request shall specify the resolutions to be proposed and the reasons for their urgency, and no other business shall be transacted at such meeting.

#### 6. NOTICE

6.1 Notice required under the Society Act or any other statutory provision or under these By-Laws shall be in writing and sent to all members.

No error or omission on giving notice of any Annual General meeting, General Meeting or Special Meeting or any such adjourned meeting shall invalidate such meeting.

#### 7. QUORUM

7.1 At any meeting of members a quorum shall consist of TWENTY (20) members present plus FIFTY (50) per cent of the Board of Directors.

#### 8. ADJOURNMENT

8.1 Any meeting of the Society or of the Directors may be adjourned to any time and from time to time and business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any such adjournment.

#### 9. VOTING

9.1 A member in good standing present at a meeting of the Members is entitled to one vote. Two persons at the same address may jointly hold an individual membership, but in such case are entitled only to one vote in Society elections and business meetings. Voting shall be by show of hands or by ballot. Voting by proxy shall not be permitted. In all matters concerning the Victoria Rhododendron Society, each member shall have an equal voice, but only Chapter members may vote on American Rhododendron Society ARS business.

#### 10. DIRECTORS AND OFFICERS

10.1 The Society shall have the following Officers:

10.1.1 A President, who shall be elected for a one-year term and who may be reelected to the same position for one additional year and then may only be reelected to the same position after a minimum period of ONE (1) year out of office.

10.1.2 A First Vice-President, who shall be elected for a one-year term and who may be reelected to the same position for one additional year and then may only be reelected to the same position after a minimum period of ONE (1) year out of office.

10.1.3 A Second Vice-President who shall be elected for a one-year term and who may be reelected to the same position for one additional year and then may only be reelected to the same position after a minimum period of ONE (1) year out of office.

10.1.4 Secretary, who shall be elected for one year.

10.1.5 Treasurer, who shall be elected for one year.

- 10.2 The President shall preside at all meetings of the Society and of the Directors. The President is the chief executive Officer of the Society and shall supervise the other Officers in the execution of their duties. The President is an ex officio member of all committees.
- 10.3 The First Vice-President shall carry out the duties of the President during the President's absence and shall render assistance to the President.
- 10.4 The Second Vice-President shall carry out the duties of the President in the absence of the President and the First Vice-President and shall render assistance to the President.
- 10.5 The Secretary shall conduct the correspondence of the Society, issue notices of meetings of the Society and the Directors, keep the minutes of all meetings of the Society at which business is transacted and of meetings of the Directors, have custody of all records and documents of the Society, except those required to be kept by the Treasurer *and the Membership Chair*.
- 10.6 The Treasurer shall keep the financial records, including the books of account, necessary to comply with the Society Act, and render financial statements to the Directors, members and others when required. The offices of the Secretary and Treasurer may be held by one person who shall in such case be known as Secretary-Treasurer.
- 10.7 Except for the offices of Treasurer and Secretary, no person shall hold any one office as an Officer of the Society for more than two successive terms of one year each.
- 10.8 No Officer shall serve more than SIX (6) consecutive years on the Board of Directors.
- 10.9 The Board of Directors shall consist of the Officers and four elected Directors who shall be elected annually and shall serve as Members-at-Large. Election shall be by ballot.
- 10.10 The newly elected Board shall take office immediately following the Annual General Meeting.
- 10.11 A Past-President of the Society shall be elected by the Board at the first meeting following the Annual General Meeting. The Past-President shall serve as an additional member-at-large.

## 11. COMMITTEES

- 11.1 The President shall appoint the Chairs of the Standing Committees who shall be responsible for carrying out such duties as may be allocated to the committees and shall appoint members to the committees as they shall require. The Chairs of these committees shall report to the President. The President may appoint Chairs of such further and other committees as the Board of Directors may deem necessary, The Chairs shall be responsible for carrying out such duties as may be allocated to the committees and shall appoint members to the committees as they shall require. The Chairs of the committees shall report to the President.
- 11.2 Nominating committee. At least THREE (3) months before the Annual General Meeting the Directors shall appoint a Nominating committee which shall prepare from the individual Chapter members of the Society a list of nominations for the Directors and Officers.
- 11.2.1 The lists so prepared shall be sent to all members at least FOURTEEN (14) days prior to the Annual General Meeting.
- 11.2.2 Further nominations should be submitted in writing to the Chair of the Nominating committee at least SEVEN (7) days prior to the date of the Annual General Meeting. Any such nomination shall be in writing, signed by the proposing member and authorized in writing by the person so nominated. Any new nominations will be added to the list of nominations as presented at the Annual General Meeting.
- 11.2.3 Additional nominations to the Board of Directors, not to exceed two in number, may be made from the floor at the Annual General Meeting.
- 11.2.4 No one shall be nominated for President or Vice-president until having been a member of the Society for at least two years.

*Membership Committee. The Chair of the Membership Committee shall be appointed by the President. The Chair may appoint other members. The Committee will be responsible for maintaining a membership list, producing a phone list, and submitting membership reports to the Board of Directors and to the American Rhododendron Society.*

## 12. VACANCIES - BOARD OF DIRECTORS

12.1 Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified members of the Society, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which Directors for the ensuing year are elected. If there is no quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

12.2 The Board of Directors may by resolution, remove a Director before the expiration of his/her term of office.

12.3 Any Officer or Director who is absent from three consecutive Meetings of the Board without due cause will be considered to have vacated his/her office and will be replaced from the members by the Board; "due cause" to be determined at the discretion of the Board.

## 13. MEETINGS OF DIRECTORS

13.1 Directors' meetings may be held at such times and at such places as the Directors may from time to time determine. A meeting of the Directors may be convened by the President or a majority of the Directors. Each Director shall be given FOURTEEN (14) days notice of the meeting, PROVIDED that meetings of the Directors may be held at any time without formal notice if a majority of the Directors will be present. A quorum of the Board of Directors is a majority of the Directors.

## 14. VOTING -BOARD OF DIRECTORS

14.1 Questions arising at any meeting of Directors shall be decided by a majority of votes. At a meeting of the Board the Chair does not normally vote. In the case of equality of votes, the Chair shall cast the deciding vote.

14.2 A resolution in writing signed by all the Directors personally shall be valid and effectual as if it has been passed at a meeting of Directors duly called and constituted.

## 15.REMUNERATION OF DIRECTOR

15.1 No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily incurred while engaged in the affairs of the Society.

## 16. LIABILITY OF-DIRECTORS

16.1 Subject to the provisions of the Society Act, every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his/her heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her or any other Director or Directors in or about the execution of the duties of his/her or their office, and also from and against all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charge or expenses as are occasioned by his/her own willful neglect or default.

## 17. OFFICERS AND EMPLOYEES

17.1 The Board of Directors may from time to time appoint officers and agents and authorize the employment of such other persons as they deem necessary to carry out the purposes of the Society and such officers, agents and employees shall have the authority and shall perform the duties as from time to time may be prescribed by the Board.

17.2 The remuneration to be paid to the officers, agents and employees of the Society shall be determined by the Board of Directors from time to time.

## 18. BORROWING

18.1 The Directors may borrow or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit; PROVIDED HOWEVER, that none of these powers shall be exercised except by a resolution passed by a SEVENTY-FIVE (75) PERCENT majority of the members of the Society present and entitled to vote at a General or Special meeting, and provided each member of the Society shall be given FOURTEEN (14) days' notice of the meeting and of the proposal to raise or secure moneys to be voted on at the meeting.

18.2 No debenture shall be issued without the sanction of a Special Resolution of the Members.

## 19. EXPENDITURES

19.1 The Board of Directors may authorize the expenditure of amounts up to \$1,000.00 incurred by the Society. For items in excess of this amount and for any awards or grants, whatever the amounts, approval of the members in a General Meeting must be obtained.

## 20. EXAMINATION OF ACCOUNTS

*20.1 The books of the Society shall be looked at annually by an impartial source who will report back to the Board.*

## 21. ALTERATION OF BY-LAWS

21.1 The Bylaws of the Society shall be amended by a special resolution of the members of the Society.

21.2 A special resolution requires a three-fourths majority of all members in good standing present at the meeting at which it is proposed.

## 22. BOOKS AND RECORDS

22.1 The Directors shall see that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or laws are regularly and properly kept.

22.2 The books of account shall be kept at such place in British Columbia as the Directors determine.

## 23. INSPECTION OF BOOKS BY MEMBERS

23.1 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society except as conferred by Law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.

Passed by special resolution January 11, 1996, in accordance with the Bylaws of the Society and amendments approved at the March 2008 Annual General Meeting. Amendments to sections 1.1, 1.2.4, 1.2.5, 10.5, 11.3 and 22.1 are highlighted in italics. Further, Section 20 amendments were approved at the April 6, 2009 General Meeting and the March 1, 2010 General Meeting are also in italics.