

**CONSTITUTION
OF THE
Society for Organic Urban Land Care**

Amended by Special Resolution January 23, 2005

The name of the society is the Society for Organic Urban Land Care.

The purposes of the society are:

- (a) To foster and promote the practice of organic land care.
- (b) To provide opportunities for education in all aspects of organic land care.
- (c) To establish and promote guidelines, standards and specifications for all aspects of organic land care.
- (d) To establish procedures for certification of organic land care practitioners.
- (e) To establish and develop a means for the exchange of information and ideas between the public and the organic land care industry.

**BYLAWS OF THE
Society for Organic Urban Land Care**

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires:

"Directors" means the directors for the time being appointed by the members of the society;

"Society Act" means the *Society Act of British Columbia* from time to time in force and all amendments to it;

"Registered Address" of a member means the member's address as recorded in the register of members of the society;

"Organization" includes all proprietorships, partnerships, corporations, government agencies, institutions, co-operatives and societies.

"Organic Land Care" means the materials, methods and procedures for land care as defined in the "Organic Land Care Standard";

"Organic Land Care Standard" means the guidelines for Organic Land Care approved and published by the society;

(2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular import the plural and vice versa and words importing a male person import a female person and an organisation.

Part 2 Membership

3. The society shall have the following classes of membership:

- (1) ***Voting Members:***

Public Members

Individuals who support and promote the practice of organic land care.

Professional Members

Landscape professionals who support and practice organic land care.

Supporting Members

Organizations and individuals who support and promote the practice of organic land care, and who wish to make a substantial financial contribution to the society.

- (2) ***Non-Voting Members***

Associate Members

Not-for-profit organizations who support and promote the practice of organic land care.

The number of members admitted to this category shall never exceed the total of the number of voting members.

4. Voting members in good standing shall be entitled to vote at any meeting of the members.
5. An individual or organization seeking membership in the society shall apply for membership to the directors. All applications for membership shall be made on an application form approved by the directors from time to time.
6. All applications for supporting or associate membership shall be reviewed by the directors. Upon approval by the directors, the applicant shall be a member of the society. The directors may for any reason whatsoever reject an application for membership. If a person or organization has been refused membership in the society, then he may apply in writing to the directors for a hearing. Within 45 days of receipt of such notice the directors will arrange a hearing date. At the directors' sole discretion the hearing may be conducted in person or by review of written material submitted by the applicant. At the conclusion of the hearing the directors shall vote again to either accept or reject the application for membership. The decision of the directors shall be final and binding on all parties.
7. Every member shall uphold the constitution and comply with these bylaws.
8. Dues payable by each membership class shall be set by the directors from time to time by a resolution passed by a two thirds majority of the directors present.
9. A person or organization ceases to be a member of the society:
 - (a) by delivering his resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his death or, in the case of an organization, on dissolution;

- (c) on being expelled.
10. (a) No member may use or display any logos, insignias, signs and other references to the society on its letterhead, invoices, equipment and other items that advertise or display membership of the society, without the express written permission of the directors.
- (b) Upon termination of membership a person shall forthwith remove all logos, insignias, signs and other references to the society from its letterhead, invoices, equipment and other items which advertise or display membership of the society.
11. Membership in the society is not transferable or assignable without the directors' prior written consent.
12. (1) The directors may suspend or expel any member for cause, including
- (a) non-payment of dues
 - (b) violation of any provision of the constitution and the bylaws
 - (c) any conduct that, in the sole discretion of the directors, is prejudicial to the interests of the society or its member.
- (2) Before a member is disciplined by the directors, the directors shall provide the member with due notice and a reasonable opportunity for a hearing. At the directors' sole discretion, the hearing may be conducted in person, or by review of written material submitted by the member. At the conclusion of the hearing, the directors shall in their sole discretion, determine what form of discipline is appropriate in the circumstances. Any dues of an expelled member shall be refunded on a pro-rata basis.
13. (1) All members are in good standing except a member who has failed to pay his current annual membership fee, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing as long as the debt remains unpaid.
- (2) Notwithstanding any other provision contained herein, membership in the society is granted only upon the strict condition that the member shall not at any time, including during and subsequent to membership, bring any legal action, suit, claim, demand or proceeding of any nature, against the society or any director, officer, employee or member of the society, for any reason related to or arising out of that member's membership in the association, including without limiting the generality of the foregoing, any proceeding arising from disciplinary action against the member; and acceptance of membership in the society shall constitute conclusive and absolute evidence of a waiver by the member of all rights of action, causes of action, claims or demands that the member shall at any time have, including during and subsequent to membership, against the society or any director, officer, employee or member of the society. This bylaw may be pleaded as a complete estoppel in the event that any legal action, suit, claim, demand or proceeding of any nature is commenced in violation hereof.

Part 3 – Branches of the Society

14. (1) Branches of the Society may be formed with the permission of the directors, and upon the expressed demand of a group of not less than three members in good standing.

- (2) Each branch shall comply with the bylaws, standards, specifications and all other directives issued from time to time by the Society.
- (3) Branches shall be represented at the meetings of the directors by the Vice President.
- (4) Each branch shall elect a steering committee
- (5) Each branch may organize itself into special interest groups as requested by its membership. Members of each branch are entitled to be members of all clubs or groups of the branch.
- (6) Clubs and groups within a branch shall elect steering committees to govern themselves.
- (7) Branches, clubs or groups within the society shall not enter into any legal or financial obligations without the prior written consent of the directors.
- (8) Each branch shall keep full financial records and submit reports of the branch's financial position to the directors at least once quarterly.
- (9) Each branch shall submit a report of the branch's activities to the directors at least once quarterly.
- (10) Disputes within the branch that cannot be resolved within the branch shall be brought to the directors for resolution, whose decision shall be final and binding on all parties.

Part 4 – Meetings of Members

15. General meetings of the society shall be held at the time and place, in accordance with the *Society Act*, that the directors decide.
16. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
17. The directors may, when they think fit, or shall at the request of 10 percent of the voting members of the society, convene an extraordinary general meeting.
18. (1) Notice of a general meeting shall specify the place, day and hour of meeting, and, in the case of special business, the general nature of the business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (3) The first annual general meeting of the society shall be held not more than 15 months after the date of incorporation and after that, an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 5 – Proceedings at General Meetings

19. Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) all business transacted at an annual general meeting, except
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of an auditor, if any;
 - (iv) the election of officers;
 - (v) the appointment of the auditor, if required; and
 - (vi) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
 - (vii) (1) Business, other than the election of a chairperson and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
20. (1) Business, other than the election of a chairperson and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not
- (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 10 voting members.
21. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
22. Subject to bylaw 22, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairperson of the meeting.
23. If, at a general meeting:
- (a) there is no president, vice president, or other directors present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as chair, the members present must choose one of their number to be the chair.
24. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When the meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
25. (1) A resolution passed at a meeting must be seconded and the chairperson may move or propose a resolution.

- (2) In case of a tie vote, the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
26. (1) A voting member in good standing at a meeting of members is entitled to one vote.
- (2) Voting is by a show of hands, except as provided in these bylaws.
27. Voting by proxy is permitted only on special resolutions. A proxy is when a member entitled to a vote delegates his vote in writing to another member of the society. An instrument appointing a proxy shall be in a form approved by the directors. A proxy is valid for one meeting only and is not valid for an adjournment.
28. Special resolutions may only be passed with a majority vote of 75% of members entitled to a vote at a meeting.
29. A member entitled to a vote may vote by its authorised representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

Part 6 – Directors and Officers

30. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or require
- (a) all laws affecting the society;
 - (b) these bylaws and;
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
31. (1) The positions of president and vice-president, secretary and treasurer shall be filled from among the directors at the first directors' meeting following the annual general meeting.
- (2) The number of directors must be 7 or a greater number determined from time to time at a general meeting.
32. A director shall be a voting member in good standing as qualification for his office.
33. (1) Directors shall retire from office at the annual general meeting at which their term expires when their successors shall be elected.
- (2) Separate elections must be held for each directorship to be filled.
 - (3) An election may be by acclamation; otherwise it must be by ballot.
 - (4) A retiring director shall be eligible for re-election.

34. (1) The directors may, at any time and from time to time, appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
35. (1) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
- (2) The members may, by special resolution, remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
- (3) A director must not be remunerated for being or acting as a director, but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 7 – Proceedings of Directors

36. (1) The directors may meet at places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set, the quorum shall be the majority of the directors then in office.
- (3) The directors shall choose one of their own number to chair each meeting of the directors, and if that director is not present within 15 minutes of the time appointed for holding the meeting, the directors shall choose another director to chair the meeting.
- (4) A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
37. (1) The directors may delegate any, but not all of their powers to committees of directors, consisting of directors, members or a combination of directors and members, and they shall form the following committees:
- (a) A standards and certification committee. The standards and certification committee is responsible for the continuing development of the Organic Land Care Standard and the certification process for organic land care practitioners. The majority of the standards and certification committee shall be professional members.
- (b) An education committee. The education committee is responsible for developing and promoting educational opportunities in organic practices for all members of the society. The education committee shall be composed of both public and professional members.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in the exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
38. A committee must elect a chair of its meetings, but if a chair is not elected, or if at the meeting the elected chair is not present within 15 minutes after the time appointed for holding

the meeting, the members of the committee present must choose one of their number to be chair of the meeting.

39. The members of a committee may meet and adjourn, as they think proper.
40. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of directors is present.
41. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be a letter, telegram, telex, facsimile or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn
- (a) a notice of meeting of the directors is not required to be sent to the director and,
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of directors is present, are valid and effective.
42. (1) A resolution proposed at a meeting of directors, or committee of directors must be seconded, and the chair of a meeting may move or propose a resolution.
- (2) A resolution may only be passed with a majority vote of two thirds of the members participating in the meeting.
- (3) The chair does not have a second or casting vote.
43. A resolution in writing, signed by all the directors and placed within the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.
44. A director may participate in a meeting by means of telephone or other communications facility by means of which all directors participating in the meeting can hear each other. A meeting held in this way shall be deemed to be an actual meeting of the directors and any resolution passed at such meetings shall be valid and effectual as if it had been passed at a meeting where the directors are physically present. A director participating in a meeting according to this bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote at the meeting.

Part 8 – Duties of the Directors

45. (1) The president must preside at all general meetings of the society.
- (2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
46. (1) The vice-president must carry out the duties of the president during the president's absence.
- (2) The vice president represents the branches of the Society at all meetings of the directors.
47. The secretary must do the following:

- (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal, if any, of the society
 - (f) maintain the register of members;
 - (g) fulfill any other duties as may be required from time to time by the president or the directors.
48. The treasurer must:
- (a) keep the financial records and books necessary to comply with the Society Act;
 - (b) render financial statements to the directors, members and others when required;
49. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) When a secretary treasurer holds office, the total number of directors shall not be less than five or the greater number that may have been determined under bylaw 30 (3).
50. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
51. The directors shall appoint a person to record the minutes of each meeting.

Part 9 – Seal

52. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
53. The common seal must be affixed only when authorised by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

Part 10 – Borrowing

54. The directors may from time to time on behalf of the society with the approval of a special resolution by the members at a general meeting
- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
 - (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the society or a member of the society, and

- (c) mortgage, charge, whether by way of specific or floating charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the society (both present and future).

Part 11 - Indemnity and Protection of Directors, Officers and Employees

- 55. Subject to the provisions of the "*Society Act*", the directors shall cause the society to indemnify a director or former director of the society and the directors may cause the society to indemnify a director or former director of a corporation of which the society is or was a shareholder and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or proceeding to which he or they are made a party by reason of his being or having been a director of the society or a director of such corporation including any action brought by the society or any such corporation. Each director of the society on being elected or appointed shall be deemed to have contracted with the society on the terms of the foregoing indemnity.
- 56. Subject to the provisions of the "*Society Act*", the directors may cause the society to indemnify any officer, employee or agent of the society or of a corporation of which the society is or was a shareholder (notwithstanding that he is also a director) and his heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his acting as an officer, employee or agent of the society or such corporation.
- 57. The failure of a director or officer of the society to comply with the provisions of the *Society Act* or of these by-laws shall not invalidate any indemnity to which he is entitled under this part.
- 58. The directors may cause the society to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the society or as a director, officer, employee or agent of any corporation of which the society is or was a shareholder and his heirs or personal representatives against any liability incurred by him as such director, officer, employee or agent.

Part 12 - Affiliations

- 59. The society may at the directors' discretion hold an affiliate membership in other organizations where it would be of benefit to the society. In cases where the society would collect dues on behalf of another organization, that organization in order to receive those dues would be required to:
 - (a) hold an annual general meeting
 - (b) supply minutes, agenda, and financial package for their upcoming annual general meeting to the society at least 30 days prior to the organization's annual general meeting so the society has sufficient time to circulate it to its member, and
 - (c) supply minutes of any other meeting that would pertain to the society.

Part 13 - Specifications and Standards

- 60. The directors may from time to time adopt any specifications or standards which, in the directors' sole discretion, are in the best interests of the society and its members for the purpose of regulating the quality of goods and services supplied by the society's members to the public.

Part 14 – Auditor

61. This part applies only if the society requires or has resolved to have an auditor.
62. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
63. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
64. An auditor may be removed by ordinary resolution.
65. An auditor must be promptly informed in writing of the auditor's appointment or removal.
66. A director or an employee of the society must not be its auditor.
67. The auditor may attend general meetings.

Part 15- Notices to Members

68. A notice may be given to a member, either personally, by electronic means or facsimile transmission, or by mail to him at his registered address.
69. A notice sent by mail is deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by electronic or facsimile transmission shall be deemed to have been given on the next day following the day on which the notice was transmitted.
70. (1) notice of a general meeting shall be given to:
 - (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if part 10 applies.(2) No other person is entitled to receive a notice of a general meeting.

Part 16 – Bylaws

71. On being admitted to membership, each member is entitled to and the society must give the member without charge, a copy of the constitution and bylaws of the society, or the location where the bylaws of the society may be viewed on, or downloaded from, the society website.
72. These bylaws must not be altered or added to except by special resolution.