

Special Resolution passed May 7, 2008

Amended as follows:

“Society Act”

**CONSTITUTION OF THE COWICHAN VALLEY RHODODENDRON
SOCIETY**

1. The name of the society is “The Cowichan Valley Rhododendron Society”.
2. The purposes of the Society are:
 - (a) To encourage interest in and the dissemination of information and knowledge about the genus rhododendron, and to promote 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 activity.
 - (b) To gather and issue by means of a newsletter, to all members, information compiled in the scientific studies of the genus rhododendron and allied botanical information, issue special publications from time to time, conduct scientific and educational activities, supervise test gardens, register new varieties, maintain a variety check list, correlate the activities of the various chapters of the American Rhododendron Society and enter into joint undertakings with other botanical and horticultural groups and to carry on the activity usually associated with the American Rhododendron Society.
 - (c) To affiliate with any other society or body of cognate or allied interests for the enhancement and advancement of the objectives above described and in particular to affiliate with the American Rhododendron Society.
3. The operations of the Society are to chiefly carry on in the City of Duncan, and the surrounding southern Vancouver Island area in the Province of British Columbia. This provision is alterable.
4. 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 non-profit society having similar purposes to the Society in the province or elsewhere in Canada as directed by the members. This provision is unalterable.

“SOCIETY ACT OF BRITISH COLUMBIA”
BY-LAWS OF
THE COWICHAN VALLEY RHODODENDRON SOCIETY

1. MEMBERSHIP

The members of the Society are the subscribers of the Constitution and By-Laws and include every other person who agrees to become a full member, family member, honorary life member, or any other class of member by whatever named called.

The Society shall have the following classes of members:

- (a) **Individual Member** shall mean a person who is a fully paid up member of this Society and the American Rhododendron Society.
- (b) **Family Member** shall mean any two persons living at the same address who are fully paid up members of the Society and the American Rhododendron Society.
- (c) **Associate Member** shall mean a person who is a fully paid up member of this Society and another Chapter of the American Rhododendron Society.
- (d) **Honorary Life Member**
shall mean a person who has been awarded a full Life Membership in this Society by the members.
- (e) **Life Member** shall mean any person who is a fully paid up member of the American Rhododendron Society.
- (f) **Commercial/Corporate Member** shall mean a business who is a fully paid up member of the Society and the American Rhododendron Society.

Any person who applies to the Society and meets the requirements herein for an Individual, Family, Associate, Life, Commercial/Corporate Membership or who is awarded a full Life Membership by the members shall be a member of the Society.

A person shall cease to be a member of the Society

- (i) 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;
- (ii) on his/her death or in case of a corporation on dissolution;
- (iii) on being expelled; or
- (iv) on having been a member not in good standing for twelve consecutive months.

Any member who is not a fully paid up member of the Society, the American Rhododendron Society or chapter thereof, as appropriate to his or her class of membership shall be deemed to be not in good standing.

Any member who desires to withdraw from membership in the Society may notify the Board of Directors in writing to that effect and on receipt by the Board of Directors of such notice a member shall cease to be a member.

The Directors shall 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 interest or reputation of the Society or who willfully commits a breach of the Constitution or By-Laws 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.

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

2. MEMBERSHIP DUES

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by majority vote of the Board of Directors, which vote shall be effective only when confirmed by a vote of the membership on Annual or Special General Meeting.

The Treasurer shall notify the members of the dues or fees at any time payable by them and, if any are not paid within NINETY (90) days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Society, but any such members may on payment of all unpaid dues or fees may be reinstated by unanimous vote of the board of Directors.

3. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held in the month of May, each year at a place within the Province and on a date to be fixed by the Board of Directors, and FOURTEEN (14) days notice of such a meeting shall be mailed or handed to all members by the Secretary, or by publication in the Newsletter of the time and place.

4. GENERAL AND SPECIAL MEETING

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

5. NOTICE

Whenever under the provisions of these By-Laws of the Society, or under the provisions of the Society Act, notice is required to be given, such notice may be given either personally, by e-mail or by depositing same in a Post Office or public letter box in a post paid sealed wrapper addressed to the Director Officer or member at his/her or their address as the same as appears on the books of the Society. A notice or other document so sent by post shall be sent at the time when the same was deposited in a Post Office or public letter box or e-mailed as aforesaid. For the purposes of sending any notice the address or e-mail of any member, director or officer shall be his/her last address or e-mail as recorded on the books of the Society.

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 or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6. QUORUM

At any meeting of members, a quorum shall consist of FIFTEEN (15) members present plus FIFTY (50) percent of the Board of Directors.

7. ADJOURNMENT

Any meeting of the Society or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

8. VOTING

A Member in good standing present at a meeting of the Members is entitled to one vote. Voting shall be by show of hands and voting by proxy shall not be permitted.

- Individual Membership has one (1) vote.
- Family Membership has two (2) votes, one for each member.
- Associate Membership has no (0) vote.
- Honorary Membership has no (0) vote.
- Life Membership has one (1) vote
- Commercial/Corporate Membership has one (1) vote.

9. DIRECTORS AND OFFICERS

The Society shall have the following listed Officers:

- (a) President, who shall be elected for a one year term and who may be re-elected to the same position for one additional year and then may only be re-elected to the same position after a minimum period of ONE (1) year out of office.
- (b) Vice-President, who shall be elected for one-year term and who may be re-elected to the same position for one additional year and then may only be re-elected to the same position after a minimum period of ONE (1) year out of office.
- (c) Secretary, who shall be elected for one year.
- (d) Treasurer, who shall be elected for one year.

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 Vice-President shall assist the President and shall have all the powers of and perform all the duties of the chairman in the absence or disability of the Chairman, together with such other duties as may be assigned by the Director from time-to-time.

The Secretary shall conduct the correspondence of the Society and the Directors, keep minutes of meetings of the Society and the Directors, have custody of all records and documents of the Society, except those required to be kept by the Treasurer, have custody of the common seal of the Society and maintain the register of members.

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 Secretary and Treasurer may be held by one person who shall in such case be known as the Secretary-Treasurer.

No Officer shall serve more than five consecutive years on the Board of Directors.

The Board of Directors shall consist of the above Officers, heretofore referred to as Directors and four elected Directors who shall serve as Members-at-Large for two years, two of these Directors being elected at the Society's Annual General Meeting each year. (The sentence about directors are to be elected by ballot has been removed) The newly elected Board shall take office immediately following the annual General Meeting.

A Nominating Chairperson shall be appointed by the Board of Directors in March of each year, and such person may add two members to form a committee. However, the President and Vice-President shall not be eligible to serve on this committee. Members may suggest to the Nominating Committee the names of any paid-up members as candidates to the offices to be filled. The Nominating Chairperson shall present recommendations to the Board of Directors by April; the slate of proposed candidates shall be e-mailed to the members, or if no e-mail is available, sent in the Post in April, and the election of the Board of Directors shall be held in May unless decided otherwise by the board of Directors. Additional nominations shall be called for from the floor at the time of the Annual Meeting.. No one shall be nominated for President or Vice-President until having been a member of the Society for at least one year and served a minimum of one year on the Board of Directors.

The Directors shall have and exercise all the powers of the Society as fully and completely as the Society could in general meeting, subject always, however, to the provisions of the Society Act.

10. VACANCIES-BOARD OF DIRECTORS

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 see fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting of the members at which the Directors of the ensuing year are elected, but if there is no quorum of directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

The members may by special resolution, remove a Director before the expiration of his/her term of office.

Any officer or director who is absent from three consecutive Executive Meetings without due cause will be considered to have vacated his/her office and will be replaced from the membership at large by the Executive; "due cause" to be determined at the discretion of the Executive.

11. MEETING OF DIRECTORS

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 any two directors at any time. Notice of such meeting shall be communicated to each Director not less than two days (exclusive of the day on which the notice is communicated but inclusive of the day for which the notice is given) before the meeting is to take place; PROVIDED THAT meetings of the Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director,

A majority of the Directors shall form a quorum for the transaction of business.

12. VOTING-BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the Chairperson, in addition to his/her original vote, shall have a second or casting vote.

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.

13. REMUNERATION OF DIRECTORS

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.

14. LIABILITY OF DIRECTORS

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 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 Directors 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 of 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 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, charges or expenses as are occasioned by his own willful neglect or default.

15. OFFICERS AND EMPLOYEES

The Board of directors may from time to time appoint such 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 such authority and shall perform such duties as from time to time may be prescribed by the Board.

The remuneration to be paid to the officers and employees of the Society shall be such amounts as the Board of Directors may from time to time determine.

15. BORROWING

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, and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the Society; PROVIDED HOWEVER, that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by two-thirds majority of the members of the Society present and entitled to vote at a regular or special meeting, and provided each member of the Society shall be given seven (7) days 'notice of the meeting' and of the proposed scheme to raise or secure monies to be voted on at the meeting.

The Board of Directors may authorize the expenditure of amounts up to \$1000.00 but the items in excess of this sum the approval of the members in a General Meeting must be obtained.

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

16. AUDITS OF ACCOUNTS

The first auditor of the Society shall be appointed by the Directors not less than one (1) month before the date of the First Annual General Meeting, and any auditor so appointed shall hold office until the First Annual General Meeting unless previously removed by resolution in which case the members shall at the time when the resolution is passed appoint another auditor.

The members shall at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting.

If an appointment of auditors is not made at an Annual General Meeting, or the Annual General Meeting is not held, the directors may appoint an auditor of the society for the current fiscal year, and fix the remuneration to be paid to him/her by the Society for his/her services.

The Directors may fill any casual vacancy in the office of the auditor, but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.

The remuneration of the auditors of the Society shall be fixed by resolution of the members, or, if the members so resolved, by the directors, except that the remuneration of any auditors appointed before the First General Meeting, or to fill any casual vacancy, maybe fixed by the Directors.

The auditors shall make a report to the members and directors on the account examined by them and on every balance sheet and statement of income and expenditures laid before the Society, at any Annual General Meeting during their tenure of office, and the report shall state:

(a) whether or not they have obtained all the information and explanations they have required, and

(b) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Society's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and explanations given to them, and as shown by the books of the Society.

Every auditor of the Society shall have the right of access at all times to all records, documents, books, accounts and vouchers of the Society, and is entitled to require from the directors and officers of the Society such information and explanations as may be necessary for the performance of the duties of the auditor.

The auditors of the Society are entitled to attend any meeting of members of the Society at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

The rights and duties of an auditor of the society shall extend back to the date up to which the last audit of the society's books, accounts and vouchers was made, or, where no audit has been made, to the date on which the Society was incorporated.

17. THE SEAL

The Directors shall provide for the safe custody of the Common Seal of the Society, which shall not be affixed to any instrument except in the presence of (1) the President or Secretary, or (2) such other officer or director or directors, of the Society, as may be prescribed from time to time by resolution of the board of Directors.

19. ALTERATION OF BY-LAWS

The By-Laws of the Society shall not be altered or added to except by a special resolution of the members of the Society.

For purposes of the society, "special resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, such majority being seventy five (75) per cent of the votes.

20. BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept.

The book of account shall be kept at such place in British Columbia as the directors think fit, and shall at all times be open to inspection by the Directors.

21. INSPECTION OF BOOKS BY MEMBERS

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 opened 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.