



CLOVERLEAF GARDEN CLUB OF MISSISSAUGA

BY-LAWS (2023-10-01)

These By-laws, in addition to the Constitution, shall govern the operation of the Cloverleaf Garden Club of Mississauga. These By-laws may be amended from time to time pursuant to Article 22.

ARTICLE 1 - ORGANIZATION

- 1.1 The Cloverleaf Garden Club of Mississauga, ("Club") will maintain membership in the Ontario Horticultural Association ("OHA"), a charitable, non-profit organization incorporated under the Agricultural and Horticultural Organization Act ("Act") by the payment of annual dues as set by the OHA.
- 1.2 The Club is a non-profit entity organized pursuant to the OHA.
- 1.3 Application for charitable status may be made by the Club under the Act with the approval of a two-thirds (2/3) majority of the Club membership.

ARTICLE 2 - OBJECTIVES

- 2.1 The objectives of the Club are to encourage interest and improvement in horticulture by:
 - 2.1.1 holding meetings respecting the theory and practice of horticulture;
 - 2.1.2 encouraging the planting of trees, shrubs and flowers on public and private grounds;
 - 2.1.3 promoting balcony gardening, community gardens and outdoor beautification;
 - 2.1.4 arranging field trips, contests, competitions and exhibitions related to horticulture and awarding prizes;
 - 2.1.5 distributing seeds, plants, bulbs, flowers, trees and shrubs;
 - 2.1.6 promoting the protection of the environment;
 - 2.1.7 promoting the circulation of horticultural information through any physical or digital media;
 - 2.1.8 promoting the benefits of therapeutic horticulture; and
 - 2.1.9 stimulating an interest in the study of horticulture.



ARTICLE 3 - MEMBERSHIP

- 3.1 Membership is open to any individual over the age of 14 years by paying an annual membership fee.
- 3.2 Annual membership fees and their due dates shall be set by the Club's Board of Directors ("Board") and shall be published in the Club's Newsletter and Website.
- 3.3 Membership fees are due by March 31st. Any member who has not renewed their membership by March 31st will no longer receive Club Newsletters.
- 3.4 Membership categories include Single, Family, and Lifetime memberships.
 - 3.4.1 Family membership covers all members of a family residing at the same address. A family membership carries only two (2) votes at an Annual General Meeting ("AGM") or other special meetings of members where voting may be held.
 - 3.4.2 Lifetime memberships are granted on occasion, to individual members who have provided extensive service to the Club. Lifetime memberships may be proposed by any club member and must be approved by a vote of the Board of Directors.
- 3.5 Annual memberships purchased on or after November 1 shall carry over to the following year.

ARTICLE 4 - VISITORS AND GUESTS

- 4.1 Club Visitors and guests of Club members are required to pay the entry fee at the Membership desk.
- 4.2 Public officials, speakers and other guests of the Board are not required to pay the entry fee.

ARTICLE 5 - MEETINGS

5.1 General Meetings

- 5.1.1 Regular General Club meetings shall be held monthly on the third Wednesday of the month. No meetings are held in the months of July, August and December.
- 5.1.2 Meetings will be held at a time and place designated by the Board and published in the Newsletter and Website.

5.2 Annual General Meeting

- 5.2.1 An AGM shall be held on the third Wednesday of January of each year at a time and place designated by the Board.
- 5.2.2 Members shall be given at least one (1) month's notice in writing of the AGM, such notice to include the time and place of the meeting. The agenda and copies of any



relevant materials, required by the membership to make an informed decision on the business to be voted on, will be sent electronically or by post (to those without email) at least one (1) week in advance of the AGM.

5.2.3 At the AGM, the outgoing Board shall present to the membership for the preceding year:

- (a) an annual report on the activities and accomplishments of the Club; and
- (b) Audited or reviewed Financial Statements

5.2.4 The election of Directors and/or Officers as well as Financial Reviewers/Auditors will take place at the AGM. An OHA District 15 representative shall be in attendance to undertake the election of nominees and the swearing of the oaths of office.

5.3 **Special Meetings**

5.3.1 Should a Special Meeting of the membership be called by the board to vote upon a motion pertaining to an item of business under the Constitution and/or By-laws, members shall be given at least one (1) month's notice in writing of such meeting, such notice to include the time and place of the meeting together with an agenda and any other relevant material required for the membership to make an informed decision on the business to be voted upon.

5.3.2 Any Special Meeting shall be held at a time and place designated by the Board which is reasonably accessible to members of the Club.

5.4 **Board Meetings**

5.4.1 The Board shall meet a minimum of nine (9) times in a calendar year.

5.5 **Conduct of Meetings:** Robert's Rules of Order shall be used for the conduct of the AGM, Board meetings and any special meetings of members where voting may be held.

5.6 **Meetings Held by Electronic Means:** All meetings may be held at an in-person venue or may be held via electronic means provided such means allows all in attendance the ability to hear and also the opportunity and ability to have voice and to vote.

ARTICLE 6 - BOARD

6.1 **Officers**

6.1.1 The Officers of the Club are the President, immediate Past-President, Vice-President, Secretary and Treasurer.

6.1.2 From time to time, as the need arises, members may elect co-Presidents who will share in the role and responsibilities of Club President.



- 6.1.3 The Past-President shall be an ex-officio member of the Board for one (1) year and have full voting rights for one (1) year.
- 6.1.4 All Officers, except for the Secretary and Treasurer, shall be elected for a two (2) year term by the membership at the AGM.
- 6.1.5 The President and Vice-President shall not hold their respective offices for more than two (2) consecutive terms of two (2) years (i.e., a total of four (4) consecutive years) unless approved by the membership.
- 6.1.6 If the AGM cannot be held, the current Board officers may remain in place, regardless of any expiration of their terms, until the AGM can be held.
- 6.1.7 The Secretary and Treasurer shall be appointed by the Board at the AGM and shall have full voting rights. There is no restriction on their term in Office. The incumbents shall be selected from the general membership and the Treasurer must be bondable.

6.2 **Directors**

- 6.2.1 The Board shall consist of a minimum of four (4) Directors and a maximum of ten (10) Directors.
- 6.2.2 All Directors shall be elected for a two (2) year term by the membership at the AGM.
- 6.2.3 Directors shall be eligible for re-election by the membership at the end of each term.
- 6.2.4 New Directors who come forward after the AGM may be appointed by the Board.
- 6.2.5 If the AGM cannot be held, the current Directors may continue in place, regardless of the expiration of their terms, until the AGM can be held.

6.3 **Leave of Absence**

- 6.3.1 An Officer or Director may request, in writing, a leave of absence from the Board if they have health, work, or other reasons why they cannot participate fully during their current term. A board member can maintain Board membership (but not, for example, be included for purposes of determining a quorum at a Board meeting) if he or she is on a Board approved leave of absence.

6.4 **Resignations**

- 6.4.1 The resignation of an Officer or Director shall be made in writing and delivered to the President or Vice-President.
- 6.4.2 Any elected Officer or Director who is absent from three (3) consecutive regular Board meetings without just cause as determined by the Board shall automatically vacate their seat on the Board and the vacancy shall be filled as provided by these



By-laws; however, the Board shall consider each absence of an elected Officer or Director as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the Board members present at that meeting. The Board shall provide written notice to the absent Officer or Director of the actions taken by the Board as a result of the absence.

ARTICLE 7 - NOMINATIONS FOR THE BOARD, FINANCIAL REVIEWERS/AUDITORS AND ELECTIONS

- 7.1 The Nominating Committee shall be established each year and announced to the membership no later than the April Club meeting.
- 7.2 The Nominating Committee shall comprise three (3) people appointed by the Board.
- 7.3 All nominees shall be members in good standing with the Club.
- 7.4 Nominees for Financial Reviewers/Auditors do not have to be members of the Club.
- 7.5 The Board shall review all nominations at its November meeting.
- 7.6 The District 15 representative shall present to the membership at the AGM the nominees for Officers, Directors, and Financial Reviewers/Auditors, including any consenting nominations from the floor. The membership shall elect the nominees by either a show of hands or ballot.
- 7.7 The District 15 representative will conduct the installation ceremonies for the Club's Officers, Directors and Financial Reviewers/Auditors at the close of the elections.

ARTICLE 8 - DUTIES OF THE BOARD

- 8.1 The **President** shall:
 - 8.1.1 preside at all meetings of the Club and Board, or if unable to attend, must ensure another Board member can act on his/her behalf;
 - 8.1.2 attend the annual OHA Convention, District 15 President meetings and the District 15 AGM, or if unable to attend, must ensure another Board member can attend on his/her behalf; and
 - 8.1.3 approve the Chair of each standing Committee.
- 8.2 The **Past-President** shall:
 - 8.2.1 serve as a consultant to the Board for one (1) year following his/her term of office; and
 - 8.2.2 have full voting rights for that year.
- 8.3 The **Vice-President** shall:



- 8.3.1 in the absence of the President, perform the President's duties; and
 - 8.3.2 be a member of one (1) or more standing Committees while in training for the Presidency.
- 8.4 The **Secretary** shall:
- 8.4.1 attend and take Minutes at the Club's AGM and all regular Board meetings;
 - 8.4.2 issue notice to the membership of the AGM or any other special meetings, including agendas and any required materials;
 - 8.4.3 maintain a Board Manual;
 - 8.4.4 keep a record of the following:
 - (a) resolutions passed by the Board.
 - (b) resolutions passed by the membership at the AGM.
 - (c) amendments to the Club's Constitution and By-laws.
 - (d) annual reports as required by the Act and OHA; and
 - 8.4.5 forward all materials required under Article 15.1 of the By-Laws to the Peel Art Gallery, Museum and Archives facility (PAMA) annually.
- 8.5 The **Treasurer** shall:
- 8.5.1 receive all monies paid to the Club and deposit such monies to the Club's credit in the chartered financial institution(s) designated by the Board;
 - 8.5.2 keep a record of all business transactions of the Club;
 - 8.5.3 keep the securities of the Club in safekeeping;
 - 8.5.4 keep proper books of account and make entries of all receipts and expenditures of the Club;
 - 8.5.5 prepare the annual financial statements of the Club for the AGM;
 - 8.5.6 prepare the annual Budget for the Club with input from the Committee Chairs for approval of the Board;
 - 8.5.7 prepare interim financial reports as the Board may from time to time direct;
 - 8.5.8 present a financial update at each Board meeting; and



8.5.9 complete and file, on behalf of the Club, any prescribed annual reports required under the Act and/or by the OHA.

8.6 Each **Director** shall:

8.6.1 ensure the duties of the standing Committee(s) are fulfilled and advise the Board of the status of each standing Committee on which they serve; and

8.6.2 be a member of at least one (1) standing Committee, as approved by the Committee Chair.

ARTICLE 9 - SIGNING AUTHORITY

9.1 The Treasurer and one (1) of the following shall sign all cheques: President, Vice-President or a Director as designated by the Board from time to time.

9.2 The President and Treasurer shall sign all agreements on behalf of the Club.

ARTICLE 10 - EXPENDITURES RESTRICTED

10.1 Under the regulations of the Act, the Club shall not spend more than one-half (1/2) of its total annual receipts, excluding grants or donations made for specific purposes, on any one (1) of the objectives enumerated in Article 2 of the By-laws, unless authorized by the Board.

10.2 The Club shall cover the cost of OHA Convention registration for the President or his/her delegate. The Board, within its discretion, may also approve payment of the OHA Convention registration fees for other members of the Club to participate as voting delegates at the Convention.

ARTICLE 11 - PERSONAL SALES

11.1 Anyone who wishes to sell items at a monthly meeting or Club event shall submit a request in writing to the Board and may do so only on receiving Board approval.

11.2 A minimum of ten percent (10%) of all such sales, or a donation in kind, shall be requested as a donation to the Club.

ARTICLE 12 - BANKING

12.1 The monies received by the Club shall be deposited in a chartered financial institution(s).

12.2 The chartered financial institution(s) will be selected at the discretion of the Board.

ARTICLE 13 - COMMITTEES

13.1 There shall be such Committees as the Board may from time to time consider necessary.

13.2 The Board shall reconfirm and/or appoint a Chair for Committees as soon as possible after the AGM.



- 13.3 It shall be the duty of each Committee Chair, as soon as appointed, to reconfirm/select members for that Committee if required.
- 13.4 Each Chair of a standing Committee shall:
- 13.4.1 abide by the procedures and guidelines as provided by the Board;
 - 13.4.2 notify the President and Secretary of all Committee meetings;
 - 13.4.3 provide updates to the President and Secretary at least one (1) week prior to any Board meetings if not attending in person; and
 - 13.4.4 by the deadline fixed by the Board provide an annual Committee report and a listing of Committee members to the President, Secretary, and Website Committee.

ARTICLE 14 - PUBLICATIONS

- 14.1 The Club shall publish a Newsletter to be available prior to the General Club meeting in each month that it meets.

ARTICLE 15 - ARCHIVES

- 15.1 To preserve the history of the Club, copies of certain Club materials shall be gathered annually and donated to the Peel Art Gallery, Museum and Archives facility (PAMA).
- 15.2 The following Club materials shall be donated annually:
- 15.2.1 Club's Constitution or By-laws as amended from time to time
 - 15.2.2 Newsletters
 - 15.2.3 AGM Annual Reports
 - 15.2.4 Annual Reports filed under the Act or with the OHA
 - 15.2.5 When hosted by the Club, OHA District 15 AGM packages
 - 15.2.6 Recognition certificates awarded to the Club
 - 15.2.7 Club and Garden tour brochures
 - 15.2.8 Where the Board deems appropriate, membership questionnaires and results, correspondence of significant value, Club event flyers, photographs and news clippings.

ARTICLE 16- MEMBER ILLNESS

- 16.1 If a member becomes seriously ill, a card will be sent to the member.



- 16.2 If the member wishes, a notice may be placed in the Club Newsletter inviting visitors and/or phone calls.

ARTICLE 17 - REMEMBRANCE

- 17.1 At the discretion of the Board, when a present or past Board member or a long-standing and/or contributing member passes away, a floral arrangement or equivalent donation, tree planting or other act of remembrance may be sent on behalf of the Club.
- 17.2 At the discretion of the Board, when a Club member passes away a card will be sent.
- 17.3 At the discretion of the Board, in Memoriam articles and recognition may be given as follows:
- 17.3.1 For a member who passes away an "In Memoriam" article may be written and posted in the Club Newsletter.
- 17.3.2 The immediate family of the deceased member may be contacted for approval to submit the member's name and photograph to:
- (a) the District Secretary for inclusion in the member remembrance portion of the District AGM; and/or
 - (b) the OHA Secretary for inclusion in the member remembrance portion of the OHA Convention; and/or
 - (c) the OHA Secretary for inclusion in the "In Memoriam" Book, the inclusion fee be paid for by the Club.
- 17.4 The Chair of the Awards and Recognition Committee shall ensure that the recognitions outlined in Section 17.3 are part of the Club's In Memoriam program and shall maintain a record of what has been done to recognize deceased members.

ARTICLE 18 – INDEMNIFICATION OF DIRECTORS & OFFICERS

- 18.1 Every Director and Officer of the Club and his or her heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and saved harmless out of funds of the Club only from and against:
- 18.1.1 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 him or her for or in respect of any deed, act, matter or thing whatsoever made, done or committed by him or her, in or about the execution of the duties of his or her office; and
- 18.1.2 all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Club; except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interest of the Club. The Club may provide insurance to cover this liability of the Club.



ARTICLE 19 – CONFLICT OF INTEREST

- 19.1 Conflicts of interest are unavoidable and should not prevent a member from serving as a director unless the extent of the interest is so significant that the potential for undue influence is often present.
- 19.2 Members of the board have a duty to disclose any personal, family, or business interests or other community involvements that may influence their objectivity, judgment, or ability to act in the best interests of the Club. Board members are expected to disclose potential conflicts, if anticipated, prior to their nomination or election. Otherwise, they are obliged to disclose them when the circumstances arise. They should be disclosed to the board chair or to the whole board.
- 19.3 If the Board agrees that a conflict of interest is present, the Board member involved shall not discuss or vote on the relevant matter.
- 19.4 Each Board Member shall read and initial the Oath of Office & Confidentiality Agreement contained in Appendix 1 of the Club By-Law as soon as possible after their election or appointment. The Oath elaborates on further conflict of interest constraints.

ARTICLE 20 – CODE OF CONDUCT

- 20.1 Board members shall agree to conform with The Code of Conduct contained in Appendix 1 of these Club By-Laws and, by signing the Appendix, acknowledge that they have read and agree to the agreement.
- 20.2 Club members are expected to conform with the Code of Conduct contained in Appendix 2 of these By-Laws.

ARTICLE 21 – RESOLUTION OF COMPLAINTS

- 21.1 In general, members with complaints should be encouraged to address these concerns directly with the other party at the earliest opportunity. If this is not possible, the matter should be referred to the Code of Conduct Committee (see below).
- 21.2 The Board shall, at the Board Meeting held after the AGM, form a Code of Conduct Committee comprised of Board Members who are not Officers of the Club. The general membership of the Club shall be informed as to the purpose and membership of the Committee.
- 21.3 Any member of the Club In good standing may file a complaint regarding an alleged breach of the Code of Conduct by any Board Member or Volunteer of the Club.



21.4 The complainant shall deliver a written complaint by registered mail to the Chair of the Code of Conduct Committee. Should the latter be the subject of the complaint, the complainant shall deliver a written copy of the complaint by registered mail to another Committee Member.

21.5 The Chair of the Code of Conduct Committee shall appoint two members of the Code of Conduct Committee to carry out an investigation regarding the complaint. A third member may be appointed as a silent member.

21.6 The Chair of the Code of Conduct Committee shall advise the person who is the subject of the complaint, in writing by registered mail, that an investigation has been commenced. The investigation shall be carried out as soon as possible.

21.7 The Chair of the Code of Conduct Committee shall advise the person who is the subject of the complaint and the Board of its findings and its decision(s). The decision(s) of the Code of Conduct Committee shall be in writing, sent by registered mail and is final, subject to any appeal process.

21.8 The Code of Conduct Committee, based on the nature of the complaint, may require the Board Member to step aside until such time as a review has been completed. Complaints containing allegations of financial improprieties, harassment, sexual harassment, or abuse will require the Board Member to step aside until such time as a review has been completed.

21.9 Any person found by the Code of Conduct Committee to be in violation of the Code of Conduct and subject to the subsequent ramifications, may, within 15 days of receiving notification in writing by registered mail of the decision of the Code of Conduct Committee, appeal the decision of the Code of Conduct Committee to the Officers of the Club. The appeal shall be in writing by registered mail and shall set out the reasons for the appeal.

21.10 The decision of the Officers of the/Club regarding an appeal of the decision of the Code of Conduct Committee shall be final and there is no further appeal process available within the structure of the Club.

21.11 If any threats to persons are made, or there is a perceived danger to any of the parties concerned, external professional assistance should be sought immediately.

ARTICLE 22 - AMENDMENTS



22.1 The By-laws of the Club may be created and adopted, amended or repealed by the

22.2 A quorum of the Board must be in attendance for amendments to be made under this Article 22.

By-laws as amended, approved at the meeting of the Board of Directors held November 15, 2023

PASSED AND MADE as of the 31st day of December, 2023

Regina Gudelis, Past President