

**NORFOLK FIELD NATURALISTS
CONSTITUTION
As approved May 8, 1996**

ARTICLES:

1. NAME:

The name of the organization shall be the "Norfolk Field Naturalists", hereinafter referred to as the "N.F.N."

2. INTERPRETATIONS AND ABBREVIATIONS:

"Board"	The Board of Directors
"Member"	Any individual in good standing, holding a membership
"Director"	A member of the Board
"A.G.M."	Annual General Meeting
"General Meeting"	Any other meeting of Members

3. PURPOSES:

The N.F.N. is dedicated to the acquisition and extension of knowledge of natural history and the appreciation, enjoyment and stewardship of natural environment, especially within the Region of Haldimand Norfolk. (*Ed Note 2008: Now Norfolk County and Haldimand County*).

4. MEMBERSHIP:

- 4.1 Membership shall be open to any persons or organizations upon the payment of the prescribed fees.
- 4.2 The Board, subject to approval at a general meeting, shall designate each type of membership and its associated level of fee or fee plus donation. Such fees are due and payable at the start of each fiscal year.
- 4.3 The numbers of members shall be calculated as one for a single membership and two for a family membership and each shall be entitled to one vote.
- 4.4 The number of memberships shall be calculated as one per paid membership.

5. CONDUCT OF MEETINGS:

All meetings shall be governed by the rules of order as prescribed in "Robert's Rules of Order, Revised", provided the same are not superseded by the Constitution and are applicable.

6. MEETINGS OF MEMBERS:

6.1 General Meetings:

shall normally be held monthly on the second Tuesday of each month from September to May inclusive, at such time and at such place as the Board may decide.

6.2 A Quorum:

shall be thirty (30) voting members.

6.3 Board Resolutions:

A list of these shall be made available to members at all "General Meetings", immediately following their approval by the Board. They shall also be published in the "Lotus", and if deemed necessary by the Board, published through a special issue of a newsletter.

6.4 Reconsideration of Approved Resolutions:

shall require a two thirds majority of members present and voting.

- 6.5 **Annual General Meeting:** (coincident with the May General Meeting).

(Ed. Note 2008: now held in conjunction with the September General Meeting to permit reporting of financials as of April 30 fiscal year-end.)

Election to the Board, as provided for in Article 7.7 shall be held at this meeting and the Board shall make a report of the activities of the last year and shall submit for approval by the membership a resolution that shall read as follows:

'That all acts, contracts appointments, elections, and payments enacted, made, done and taken by the Board and Officers of the N.F.N. since the last A.G.M. of the N.F.N. to the date hereof as the same set out or referred to in the minutes of that Board of Directors or in the financial statement submitted to the meeting, be and the same are hereby ratified, approved, sanctioned and confirmed.'

- 6.6 **A Special General Meeting:**

may be held by decision of the Board or following a written request to the Board signed by twenty or more members.

- 6.7 The **Annual Outing:**

shall be held in June at such time and place as is decided by the Field Events Director and Committee. *(Ed note 2008: Regular outings now continue through June, July and August.)*

7.0 **BOARD OF DIRECTORS:**

- 7.1 **Honourary members:**

An Honourary President, and one or two Honourary Directors may be appointed by the elected members of the Board in recognition of their services rendered to the Organization. They may be called upon by the Board to act in an advisory capacity.

- 7.2 **Elected Members:** (See Article 7.7)

These shall be as follows: President, Immediate Past President, Vice-President, Environment, Treasurer, Sanctuary Directory, Field Events Director, Natural Areas Director, and additional directors to bring the total elected Board membership to no more than 20.

- 7.3 **Meetings:**

The Board shall meet regularly each month, except July and August, at such times and places as are selected by general agreement. Additional special meetings may be held on the initiative of the President or any three Board members. Board members do not need to be notified in writing of meetings at a regular time and place stated well in advance.

- 7.4 **Quorum:**

Forty percent (40%) of the elected Board Members shall constitute a quorum. Any percentage that results in other than a whole number will result in the adoption of the nearest whole number. Any percentage that ends in 0.5 or greater will require the adoption of the next higher whole number.

- 7.5 **Powers:**

A. Conducting, managing and controlling the affairs and business of the N.F.N.

B. Borrowing money and incurring indebtedness to advance the purposes of the N.F.N. The

Board may cause to be executed and delivered in the name of the N.F.N., promissory notes, bonds or other evidence of debt. In addition to the requirements of Articles 6.3 and 6.5, the Board shall obtain the approval of the membership before it proceeds with any expenditures of the N.F.N. funds in excess of five hundred dollars (\$500).

This provision exempts designated funds held in trust. *(Ed Note 2008: Amount raised to one thousand dollars (\$1000) at the 2006 AGM; regular expenditures- insurance/brochures etc.- exceed \$500.)*

C. Signing on behalf of the Board (by any two of the President, Board Secretary, and Treasurer).

D. Appointing such committees as are deemed advisable. Chairperson of an Ad Hoc committee will at the discretion of the Board, either report to one of the directors or attend board meetings when deemed necessary.

E. Appointing a representative to the Federation of Ontario Naturalists.

F. Appointing representatives as are required to serve on any other local, provincial or federal committees, agencies etc. Such appointments to be subject to annual review by the Board.

G. Engaging, if the need arises and can be met, an Executive Director to manage a great deal of the increasing affairs of the N.F.N.

7.6 **Duties:**

A. One Honourary President and one or two Honourary Directors maybe appointed by the Board in recognition of long and outstanding service to the N.F.N., with no limitation on the length of service in these capacities.

B. The President shall normally preside at all meetings, shall be an ex-officio members of all committees, shall ensure that all records are properly and safely held and shall have the primary responsibility for ensuring that all the terms of the constitution are observed.

C. The Immediate Past-President shall act as an advisor to the President during the President's first year of office and shall chair the Nominating Committee.

D. The Vice-President shall carry out the duties of the President, whenever the President is unable to serve, as well as any special duties and shall normally succeed the President following resignation or completion of the President's term of office.

E. The General Secretary shall record the minutes of all General Meetings and shall perform the duties of the Board Secretary if and when requested.

F. The Membership Secretary shall collect all fees. keep membership records, notify members who are in arrears and drop from the membership all those who have not paid their dues by November 30.

G. The Board Secretary shall record the minutes of all Board Meetings, notify Board Members of forthcoming meetings and perform the duties of the General Secretary if and when required.

H. The Treasurer shall keep an account of all receipts and expenditures and shall present an annual statement for consideration at the A.G.M. The statement must be audited by a two member committee appointed by the Board - one of whom is experienced in accounting practices. The Treasurer shall prepare the budget for presentation to the Board and shall hold in trust the funds and securities of the N.F.N. in such places and manner as are designated by the Board.

I. The Sanctuary Director, in conjunction with a committee shall be responsible for the management of any sanctuaries under the stewardship or ownership of the N.F.N.

J. The Environment Director shall advance environmental concerns, monitor proposed actions that pose a threat to the environment and propose counter action.

K. The Program Director shall arrange all indoor meetings and shall communicate the details to the members on a timely basis.

L. The Field Events Director shall arrange all outdoor gatherings and shall communicate the details to the members on a timely basis.

M. The Natural Areas Director shall further the implementation of a Natural Areas Stewardship Program designed to protect natural areas.

7.7 **Elections to the Board:**

A. The Immediate Past-President shall chair a Nominating Committee that includes one other Board member and one member who is not a Board member and has not served as President, these two latter to be selected by the Board.

B. The nominating Committee shall present at the A.G.M. its slate of nominees, providing that each is a member in good standing and has agreed to serve if elected. Further nominations will be received from the floor, with the same provisos.

C. A newly elected Board will assume office upon its election at the A.G.M.

7.8 **Term of Office:**

Apart from any time spent in filling a part-year vacancy, any elected Director shall normally be limited to a period of six years service, of which no more than three years shall normally be spent in any one capacity. Such a person may be re-elected after one year's absence from the Board.

8.0 STANDING COMMITTEES:

8.1 All Standing Committees shall be chaired by a Board member.

8.2 **Sanctuary:**

responsible for the management of any sanctuaries under the stewardship or ownership of the N.F.N.

8.3 **Fund-Raising:**

8.4 **Publications:**

responsible for editing, publishing and distributing the official publication, "The Lotus", and any newsletters that are required, as determined by the Board. Its chair shall ensure that any resolutions approved by the members are published and that members are kept informed of the composition of committees and of all changes in their composition. Whenever a technical publication is planned, the board shall appoint (an) appropriate person(s) to produce the publication.

8.5 **Publicity:**

responsible for publications reaching the general public, especially through the press, acquainting the public with the purposes, programs and accomplishments of the N.F.N.

8.6 **Natural Heritage Properties Committee:**

responsible to review and make recommendations to the Board on the protection and acquisition of natural heritage properties that meet the objectives of the N.F.N. Constitution.

9.0 FISCAL YEAR:

The fiscal year shall run from May 1 to April 30.

10.0 PERSONAL LIABILITY:

Anyone who incurs any liability while acting officially on behalf of the N.F.N. shall be indemnified and held harmless from such liabilities, damages and costs (including cost to defend) unless the liabilities are proven to have been occasioned by that person's wilful neglect or default.

11.0 AMENDMENTS TO THE CONSTITUTION:

Any proposed amendment to the constitution must be communicated to the members at least four (4) weeks in advance of the meeting at which it will be considered. Passage of an amendment requires an affirmative vote by two thirds of the members present and voting

12.0 DISPOSITION OF ASSETS:

Upon liquidation of the N.F.N., all its assets remaining after payment or provision for payment of all its debts and liabilities shall be given to such organization(s) as the board may decide will best assure the continued effective use of such assets for purposes similar to those declared in this constitution, provided that in no case shall such assets be given to any organization not organized and operated exclusively for educational and charitable purposes and recognized by Revenue Canada as a Registered Charity.