



# NORFOLK FIELD NATURALISTS

## BYLAWS

<b>DATE:</b>	September 12, 2017	<b>AMENDED:</b>	
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### Section 1 — General

#### 1.01 Definitions

In this bylaw, unless the context otherwise requires:

- a. “Act” means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Organization” means Norfolk Field Naturalists
- c. “Board” means the board of directors of the Organization;
- d. “Bylaws” means this bylaw (including the schedules to this bylaw) and all other bylaws of the Organization as amended and which are, from time to time, in force;
- e. “Chair” means the chair of the Board;
- f. “Organization” means the organization that has passed these bylaws under the *Act* or that is deemed to have passed these bylaws under the *Act*;
- g. “Director” means an individual occupying the position of director of the Organization by whatever name he or she is called;
- h. “Member” means a member of the Organization;
- i. “Members” means the collective membership of the Organization; and
- j. “Officer” means an officer of the Organization.

#### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this bylaw that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### 1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

#### 1.04 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Organization may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

## Section 2 — Directors

### 2.01 Election and Term

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

### 2.02 Vacancies

The office of a Director shall be vacated immediately:

1. If the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. If the Director dies or becomes bankrupt;
3. If the Director is found to be incapable of managing property by a court or under Ontario law; or
4. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### 2.03 Filling Vacancies

1. 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.
2. 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.
3. A newly elected Board will assume office upon its election at the A.G.M.
4. A vacancy on the Board mid term shall be filled by a quorum of Directors;
  - a. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
  - b. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
  - c. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

### 2.04 Membership Fees

Membership fees shall be determined annually by the Board.

## 2.05 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## 2.06 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection to services they provide to the Organization in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board;
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict of interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Organization is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

## 2.07 Honourary Positions

Honourary members include an Honourary President and up to two Honourary Directors elected in recognition of services rendered to the Organization. They may be called upon by the Board of Directors to act in an advisory capacity. The Board of Directors shall nominate candidates for the position(s) available and the general membership shall be asked to submit names of their choice of deserving candidates to the Board for consideration. The Board shall choose one candidate for each available Honourary Position, or leave a vacancy/vacancies for future consideration. The chosen candidates will be presented to the membership at a general members' meeting.

## Section 3 — Board Meetings

### 3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this bylaw, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

**3.02 Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

**3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this bylaw to every Director of the Organization not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Organization

**3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

**3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

**3.06 Participation by Telephone or Other Communications Facilities**

If all the Directors of the Organization consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

**Section 4 — Financial****4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Organization shall be placed for safekeeping.

**4.02 Financial Year**

The financial year of the Organization ends on April 30 in each year or on such other date as the Board may from time to time by resolution determine.

## Section 5 — Officers

### 5.01 Officers

At the Annual General Meeting, the Members shall elect the Officers (President, Vice President, Treasurer and Secretary) and Directors for the upcoming year. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### 5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

### 5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties.

### 5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

### 5.05 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

### 5.06 Duties of the Vice President

The vice president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

### 5.07 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

### 5.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

### 5.08 Powers

1. Conducting, managing and controlling the affairs and business of the Organization.
2. Signing on behalf of the Board (by any two of the President, Vice President, Secretary, and Treasurer).
3. Borrowing money and incurring indebtedness to advance the purposes of the Organization. The Board may cause to be executed and delivered in the name of the Organization promissory notes, bonds or other evidence of debt.
4. Appointing a representative to the Ontario Nature (Federation of Ontario Naturalists).
5. 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.

## Section 6 — Protection of Directors and Others

### 6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Organization is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Organization or for joining in any receipt or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Organization or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Organization shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Organization 's articles and Bylaws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

## Section 7 — Conflict of Interest

### 7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Organization shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

### 7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Organization if it is a charitable organization unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

## Section 8 — Members

### 8.01 Members

Members are persons who have paid a yearly membership fee and are members in good standing.

Membership in the Organization shall consist of the incorporators named in the articles and such other persons interested in furthering the Organization's purposes and who have been accepted into membership in the Organization by resolution of the Board.

The Organization will not disclose personal or contact information to any person or organization without Member's consent.

### 8.02 Membership

A membership in the Organization is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

**8.03 Disciplinary Act or Termination of Membership for Cause**

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or Bylaws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

**Section 9 — Members' Meetings****9.01 Annual General Meeting**

The annual general meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

**9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Organization that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.

**9.03 Notice**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

**9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is at least 30 of the Members entitled to vote at the meeting and who are present at the meeting.

**9.05 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the Bylaw provided that:

- a. each Member shall be entitled to one vote at any meeting; Family Memberships are entitled to two votes provided that at least two members of the Family are present.
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct; and
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost.

**9.06 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.

**9.07 Minutes of Meetings**

Minutes of meetings where business has been transacted will be made available to members of the Organization upon request.

**Section 10 — Notices****10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Organization and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## Section 11 — Adoption and Amendment of Bylaws

### 11.01 Amendments to Bylaws

The Members may amend this bylaw by a majority of the votes cast only at the Annual General Meeting or a Special Members' Meeting. The Board may from time to time in accordance with the *Act* pass or amend this bylaw other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Any proposed amendment to the Bylaws must be communicated to the members a minimum of 30 days prior to the Annual General Meeting or a Special Members' Meeting.

Enacted September 12, 2017.

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Inga Hinnerichsen, President

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Eleanor Chithalen, Secretary

## Schedule A

### President — Position Description

#### Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Organization. The president ensures the Board discusses all matters relating to the Board's mandate.

#### Responsibilities

##### 1. Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

##### 2. Direction

Serve as the Board's central point of communication with the senior management, if any, of the Organization; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

##### 3. Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

##### 4. Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

##### 5. Representation

Serve as the Board's primary contact with the public.

##### 6. Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

##### 7. Board Conduct.

Set a high standard for Board conduct and enforce policies and Bylaws concerning Directors' conduct.

**8. Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

**9. Succession Planning**

Ensure succession planning occurs for senior management, if any, and Board.

**10. Committee Membership**

Serve as member on all Board committees.

## Schedule B

### Vice President — Position Description

#### 1. Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### 2. Meetings

In the absence of the President at any meeting of the Organization, the Vice President assumes the Chair.

#### 3. Electronic Notification of Members

As a backup to the duties of the Membership Director, the Vice President will maintain a current email list of members.

## Schedule C

### Treasurer — Position Description

#### Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

#### Responsibilities

##### 1. Custody of Funds

The treasurer shall have the custody of the funds and securities of the Organization and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Organization in the books belonging to the Organization and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Organization in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Organization as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Organization. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

##### 2. Board Conduct

Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### 3. Mentorship

Serve as a mentor to other Directors.

##### 4. Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Organization; approved by the Board, together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## Schedule D

### Secretary —Position Description

#### Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

#### Responsibilities

##### 1. Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Organization, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and ensure that they are maintained as required by law.

##### 2. Meetings

Give such notice as required by the Bylaws of all meetings of the Organization, the Board and Board committees. Attend all meetings of the Organization, the Board and Board committees.