

# **OBJECTIVES AND BY-LAWS OF THE CALGARY FIELD NATURALISTS' SOCIETY**

## **MISSION STATEMENT**

To encourage the appreciation, observation, study, conservation and protection of all components of the natural world.

## **OBJECTIVES**

1. To promote and assist in the preservation of native habitat and of natural features.
2. To provide publications and educational opportunities for the membership and the public.
3. To promote the collection of natural history observations for statistical and educational purposes.
4. To engage in any activity ancillary to the achievement of the above objectives.

## **BY-LAW ONE (Membership)**

- 1.1 Membership fees in the Society shall be determined by resolution at the Annual Meeting of the Society. Changes in the classes of membership may be effected by such resolution. Any person, on payment of the applicable membership fee shall become a member for the ensuing 12 months, unless s/he is an expelled member. Payment of the membership fee is the only requirement of membership, and such payment entitles members to participate in all activities of the Society.
- 1.2 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its secretary.
- 1.3 If any member is in arrears for membership fees, s/he shall be automatically suspended and shall no longer be entitled to membership privileges or powers in the Society until reinstated.
- 1.4 Any member may be expelled from membership for any cause, upon a resolution duly passed at a General or Special Meeting of the Society, provided that the resolution is approved by not less than two-thirds of such members entitled to vote as are present in person.
- 1.5 Any member in good standing shall be an Honorary Member if nominated by two members in good standing and approved by the Board of Directors. Honorary Members so approved shall be given a lifetime membership.

## **BY-LAW TWO (Role of the President/Past President)**

- 2.1 The President shall be ex-officio a member of all committees.
- 2.2 The President shall when present, preside at all Meetings of the Society and of the Board. In the President's absence, the Vice-president shall preside at any such Meetings, and in the absence of both, a chairman may be elected by the Meeting to preside thereat.
- 2.3 The Past President shall be given the opportunity to attend the meetings of the Board. S/he shall not have voting privileges.

## **BY-LAW THREE (Board)**

- 3.1 The Board of Directors, Executive Committee or Board shall mean the Board of Directors of the Society.

#### **BY-LAW FOUR (Responsibilities of the Board)**

- 4.1 The Board shall, subject to the by-laws and to resolutions duly passed by a majority vote at any Meeting properly called and constituted, have full control of the business and affairs of the Society, and the meetings of the Board shall be held as often as the business of the Society shall require, and at least once every three months, and shall be called by the President.
- 4.2 Meetings of the Board shall be called by ten days' notice in writing mailed to each member or by three days' notice by telecommunication. Any four members shall constitute a quorum, and meetings may be held without notice if a quorum of the Board is present, provided however that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- 4.3 A meeting of the Board may also be called on the instructions of any two members thereof provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
- 4.4 The Board shall be responsible for the whereabouts of all correspondence and maintaining all appropriate records of the Society.
- 4.5 The Board shall ensure that there be maintained a record of all members of the Society and their addresses.
- 4.6 That the Board shall ensure that the Society's membership list shall not be given or sold to any outside agency, group or individual unless the request receives unanimous approval of the Board. Each request would be voted on individually.

#### **BY-LAW FIVE (Secretary)**

- 5.1 It shall be the duty of the Secretary to attend all Board Meetings, Annual General Meetings, and Special Meetings. S/he shall keep accurate minutes of these meetings. In the case of the absence of the Secretary, these duties shall be discharged by such person as may be appointed by the President or Chairperson.

#### **BY-LAW SIX (Treasurer)**

- 6.1 The Treasurer shall receive all moneys paid to the Society and shall be responsible for the deposit of same in whatever bank the Board may order.
- 6.2 The Treasurer shall properly account for the funds of the Society and keep such books as may be directed.
- 6.3 The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited as hereinafter set forth of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

#### **BY-LAW SEVEN (Auditing procedures, books and records)**

- 7.1 The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting. A complete and properly audited statement of the standing of the books for the previous year with the auditor's letter of verification shall be submitted by the Treasurer at the Annual General Meeting.

- 7.2 The Fiscal Year shall run from October 1 to September 30.
- 7.3 The books and records of the Society may be inspected by any member of the Society at the Annual Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

**BY-LAW EIGHT (Annual General Meeting and election of officers)**

- 8.1 An Annual General Meeting shall be held in December of each year for the purpose of electing officers and reporting to the general membership the financial report and an account of the activities of the Society for the past year. Notice of the Annual General Meeting shall be made in writing by mail, in person, or by electronically transmitted document to all members of the Society at least thirty days prior to the date of the Annual General Meeting.
- 8.2 The date of the Annual Meeting may be changed for one year only by a resolution duly passed at a previous Meeting.
- 8.3 Thirty members in good standing shall constitute a quorum at an Annual Meeting. In the event that a quorum is not reached, the Annual Meeting shall be held during the next month, subject to the same notice provisions as for General Meetings.
- 8.4 A President, Vice-president, Secretary, Treasurer, and not less than nine and no more than twelve Directors shall be elected at the Annual Meeting.
- 8.5 No later than September of each year a Nomination Chairman shall be chosen by the President who shall solicit nominations for each of the offices and board positions from the members of the Society. At least one of the nominees should be willing to be a representative for each of the following: Natural Areas, Newsletter, Programs, Federation of Naturalists and Publicity. Remaining duties shall be determined by the Board.
- 8.6 The officers and directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled on a temporary basis by the Board until the next Annual General Meeting.
- 8.7 Any member in good standing shall be eligible to any office in the Society.
- 8.8 Directors and officers may be removed from office by a special resolution passed at a Special Meeting of the Society for which written notice specifying the resolution in full has been given. Such a special resolution may be put to the membership either by a decision of the Board or by a petition to the President to call a Special Meeting and specifying the resolution in full.
- 8.9 Any two members in good standing may propose a resolution to be considered at the next Annual General Meeting, but such a resolution must be received in time to be included in full in the notice for that Annual General Meeting.

**BY-LAW NINE (Special Meetings)**

- 9.1 Special Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board. When a Special Meeting is called, the Secretary shall give notice in writing to each member, delivered by mail, in person, or by electronically transmitted document at least thirty days previous to the date of such Special Meeting.
- 9.2 Any two members in good standing may propose a resolution to be considered at the next Special Meeting, but such a resolution must be received in time to be included in full in the notice for that Special Meeting.

9.3 A Special Meeting shall be called by the President or Secretary upon receipt by him or her of a petition signed by twenty percent of the members in good standing, setting forth the reasons for calling such Special Meeting, and specifying resolution(s) to be considered at such Special Meeting.

9.4 Thirty members in good standing shall constitute a quorum at a Special Meeting.

**BY-LAW TEN (Voting privileges)**

10.1 Any member who has not withdrawn from membership, nor been suspended nor expelled as herein provided, shall have the right to vote at any Meeting of the Society upon a resolution of which due notice as provided in By-laws Eight and Nine has been given. Such votes must be made in person and not by proxy or otherwise. If family memberships are offered, not more than two members of the family may vote.

**BY-LAW ELEVEN (Remuneration)**

11.1 Unless authorized at any Meeting and after notice of same shall have been given, no officer or member of the Society shall receive any remuneration for his/her services.

**BY-LAW TWELVE (Borrowing powers)**

12.1 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

**BY-LAW THIRTEEN (Special resolution procedures)**

13.1 The by-laws may be rescinded, altered or added to, by adoption of a special resolution.

13.2 To be adopted, a special resolution must be passed by a majority of not less than three fourths of such members entitled to vote as are present in person at a Special Meeting of the Society for which notice specifying the resolution in full has been duly given.

**BY-LAW FOURTEEN (Assets in the event of dissolution)**

14.1 In the event of the dissolution of the Calgary Field Naturalists' Society, all its remaining assets after payment of all liabilities, shall be distributed to one or more recognized charitable Canadian organizations whose activities are consistent with the objectives of the Society.

**BY-LAW FIFTEEN (Special Projects Fund)**

15.1 The Board of Directors may authorize spending of up to \$10,000 on any one project. Expenditures in excess of \$10,000 on a single project shall be submitted to a Special Meeting for approval.

CFNS OBJECTIVES AND BY-LAWS: revised January, 18 2012