

CALGARY FIELD NATURALISTS' SOCIETY BYLAWS

HISTORY

Calgary Field Naturalists' Society (CFNS) was incorporated on January 7, 1960 under the laws of the province of Alberta. The Society registered as a charity on January 1, 1973 and has operated under the trade name "Nature Calgary" since March 9, 2005.

BYLAWS

The following articles set forth are the bylaws of the Society and all Members must abide by and uphold these bylaws.

Registered bylaws represent the structural, organizational and operational terms of reference which shall be used by the Society in fulfilling the intent of its registered objectives.

These bylaws may be amended by adoption of a Resolution at any AGM or Special Meeting as provided for in Bylaw 14.

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 habitats 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.

DEFINITIONS

In these bylaws the following words have these meanings:

AGM - an Annual General Meeting as provided for in Bylaw 2.

Board/Board Member – includes elected and appointed Directors and Officers.

Board Meeting – Meeting as provided for in Bylaw 4.

Director - a Member elected at the AGM or appointed by the Board.

Meetings - includes the AGM, Special Meetings and Board Meetings.

Member – any adult or child for whom the designated membership fee has been paid and who has not voluntarily withdrawn, been terminated or expelled. However, only adult Members shall have voting privileges at any Meeting.

Motion - the introduction of a new piece of business or a proposal for decision or action .

Officer – the President, Vice-President, Secretary and Treasurer.

Quorum – the minimum number of Members required to carry out the Society's business. In the absence of a quorum, discussions can continue but no votes can be taken, except the vote to adjourn.

Resolution – a formal written Motion put to a vote.

Society - Calgary Field Naturalists' Society (CFNS).

Special Meeting - Meeting as provided for in Bylaw 3.

Special Projects Funds – monies accumulated by the Society through grants and fundraising activities.

INTERPRETATION

The following rules of interpretation must be applied in interpreting these bylaws:

Singular/Plural – words indicating the singular number also include the plural, and vice versa.

Masculine/Feminine – words indicating the masculine gender also include the feminine gender, and vice versa.

Headings – headings are for convenience only and do not affect the interpretation of these bylaws.

Written/In Writing – words indicating written/in writing include communication by e-mail.

Liberal Interpretation – these bylaws must be interpreted broadly and generously.

BYLAW ONE (Membership)

- 1.1 There are four categories of membership:
 - Individual,
 - Family – up to two (2) adults and four (4) children under the age of majority,
 - Student – attending a post-secondary educational institution,
 - Honorary.
- 1.2 Memberships are offered for one (1) or two (2) year terms.
- 1.3 Any adult or child, on payment of the applicable membership fee, shall become a Member for the following one (1) or two (2) year terms.
- 1.4 Honorary memberships may be granted by the Board.
- 1.5 Any Member in good standing shall have the right to vote at an AGM or Special Meeting.
- 1.6 Any Member in good standing shall be eligible for any Board position in the Society.
- 1.7 Any two (2) Members in good standing may propose a written Resolution to be considered at a Board Meeting or at an AGM or Special Meeting. Proposed Resolutions for an AGM or Special Meeting must be received in sufficient time to be included in the notices for those Meetings.
- 1.8 Any Member wishing to withdraw from membership may do so by providing written notice to the Board through the Membership Director. The Member's name shall be immediately removed from the Society's membership list. Withdrawal does not entitle the Member to a full or partial refund of membership fees paid.
- 1.9 Any Member in arrears for membership fees shall be terminated and shall no longer be entitled to membership privileges in the Society. The Member's name shall be immediately removed from the Society's membership list.
- 1.10 The Board may vote to expel a Member by a two-thirds (2/3) majority vote by secret ballot for one or more of the following reasons:
 - disrupting Meetings or functions of the Society,
 - conduct that is injurious to the character, interest or good order of the Society,
 - failure to abide by the bylaws, policies and procedures of the Society.

BYLAW TWO (AGM)

- 2.1 An AGM shall be held within ninety (90) days of the fiscal year end of the Society for the purpose of:
 - election of Officers and Directors for a two (2) year term,
 - presentation of the audited financial statements and the Auditor's Report for the past year, and
 - presentation of the President's Annual Report.

2.2 Members shall be notified of the AGM at least thirty (30) days prior to the date of the AGM. Notification shall be an announcement in any combination of the following:

- Society newsletter,
- Society website,
- written notice sent by mail or transmitted electronically,
- in person.

2.3 Thirty (30) Members in good standing shall constitute a Quorum at an AGM. In the event that a Quorum is not reached, the AGM shall be rescheduled, subject to the same notice provisions in Bylaw 2.2. If a Quorum is not present at the rescheduled AGM, the AGM shall proceed with the Members in attendance constituting a Quorum.

2.4 Voting shall be conducted by a show of hands and a simple majority decides, unless otherwise stated in these bylaws. Voting by proxy shall not be allowed.

BYLAW THREE (Special Meetings)

3.1 Special Meetings of the Society may be called at any time by the Board.

3.2 Members shall be notified of the Special Meeting at least thirty (30) days prior to the date of the Special Meeting. Notification shall be an announcement in any combination of the following:

- Society newsletter,
- Society website,
- written notice sent by mail or transmitted electronically,
- in person.

3.3 Only the matter(s) set out in the notification shall be considered at a Special Meeting.

3.4 The Board shall call a Special Meeting upon receipt of a written petition, signed by twenty percent (20%) of the Members in good standing, setting forth the reason(s) and specifying the Resolution(s) to be considered.

3.5 Thirty (30) Members in good standing shall constitute a Quorum at a Special Meeting. In the event that a Quorum is not reached, the Special Meeting shall be rescheduled, subject to the same notice provisions in Bylaw 3.2. If a Quorum is not present at the rescheduled Special Meeting, the Special Meeting shall proceed with the Members in attendance constituting a Quorum.

3.6 Voting shall be conducted by a show of hands and a simple majority decides, unless otherwise stated in these bylaws. Voting by proxy shall not be allowed.

BYLAW FOUR (Board Meetings)

- 4.1 The Board will meet as often as the business of the Society shall require and at least once every three (3) months.
- 4.2 The President shall call the Board Meetings and shall provide the Board Members with a minimum of 7 days written notification.
- 4.3 A majority of the Board, present either physically or by teleconference, shall constitute a Quorum.
- 4.4 Meetings may be held with reduced notice in emergency situations and, in these cases, a minimum of two (2) Board Members shall constitute a Quorum. Any business transactions or decisions made at such Meetings shall be presented to the Board at a future Meeting.
- 4.5 In the event of a time-sensitive matter, a Motion may be proposed and voted on electronically and shall be passed with a simple majority of the Board.
- 4.6 Each Board Member has one vote and voting will be conducted by a show of hands. A simple majority decides each Motion or Resolution. In the event of a tie, the Motion or Resolution will fail. Voting by proxy shall not be allowed.

BYLAW FIVE (Composition of the Board)

- 5.1 The Board of the Society shall consist of the President, Vice-President, Secretary, Treasurer and no less than seven (7) and no more than eleven (11) Directors.
- 5.2 All Board Members shall be elected for a two (2) year term by a simple majority vote of Members present at the AGM. Any vacancy occurring during the term may be filled by the Board on a temporary basis until the expiry of the term.
- 5.3 To ensure continuity of knowledge, terms shall be staggered with elections for the:
 - President, Secretary and up to six (6) Directors,
 - Vice-President, Treasurer and up to six (6) Directors,occurring every two (2) years.
- 5.4 A Board position shall be considered vacated if the Board Member:
 - delivers a written resignation to the Board,
 - ceases to be a Member of the Society,
 - fails to attend three (3) consecutive Board Meetings unless such failure is excused by the Board.

5.5 The Board may vote to remove a Board Member by a two-thirds (2/3) majority vote by secret ballot for one or more of the following reasons:

- disrupting Meetings or functions of the Society,
- conduct that is injurious to the character, interest or good order of the Society,
- failure to abide by the bylaws, policies and procedures of the Society,
- committing a breach of confidentiality of the Society's proceedings,
- conviction for a criminal offence that has an adverse effect or impact on the Society.

BYLAW SIX (Role of the Board)

6.1 Board Members, in exercising their powers and duties, shall:

- act honestly and in good faith and with a view to the best interests of the Society,
- exercise the care, diligence and skills that a reasonable, careful person would exercise in similar circumstances,
- be a Member of the Society at the time of election or appointment and throughout the term of their office.

6.2 Board Members shall:

- promote the objectives of the Society,
- promote membership in the Society,
- have full control of the business affairs of the Society, including:
 - maintaining and protecting the assets of the Society,
 - determining membership fees through the annual budgeting process,
 - approving the annual budget prior to the start of the fiscal year of the Society,
 - maintaining all accounts and financial records of the Society,
 - determining the appropriate investment vehicles for excess monies,
 - authorizing investing, borrowing or raising money,
 - reviewing and approving all contracts entered into by the Society,
 - making policies, rules and regulations to manage and operate the Society,
 - voting on all Motions and Resolutions put forth at Meetings unless there is a conflict of interest,
 - appointing legal counsel, as necessary,
 - without limiting the general responsibility of the Board, delegating its powers and duties as necessary.

6.3 The Board shall be responsible for the whereabouts of all correspondence and maintaining all appropriate records of the Society.

6.4 The seal of the Society shall be kept in a secure location at all times. The seal shall only be used by the Officers for business authorized by the Board.

6.5 The Board shall maintain a record of all Members of the Society and their contact information.

- 6.6 The Board shall ensure that the Society's membership list shall not be given or sold to any outside agency, group, individual or business.
- 6.7 The Board may appoint advisory, standing or special committees to make recommendations to the Board.

BYLAW SEVEN (Role of the Officers)

7.1 The President shall:

- be the main spokesperson for the Society,
- call meetings of the Board,
- prepare agendas for all Meetings,
- preside at all Meetings of the Society,
- be an ex-officio member of all committees,
- appoint a Nomination Chairman annually,
- provide a summary of yearly activities, achievements and results at the AGM,
- appoint an alternate to discharge the duties of any absent Board Member.

7.2 The Vice-President shall:

- carry out the duties of the President during his absence,
- become the President if the President vacates the position before the end of his term.

7.3 The Secretary shall:

- record the minutes of all Meetings of the Society,
- record Motions and Resolutions put forth at Meetings and report the result of votes,
- distribute draft minutes within seven (7) days of a Meeting,
- distribute final draft minutes within fourteen (14) days of a Meeting,
- distribute approved minutes within seven (7) days of approval,
- retain copies of all minutes, Motions and Resolutions,
- be aware of and have access to, when necessary, the Seal of the Society,
- be aware of and have access to, when necessary, correspondence, contracts and other important records of the Society,
- record changes to the composition of the Board as they occur,
- record amendments to the Bylaws.

7.4 The Treasurer shall:

- receive all monies paid to the Society and deposit same in a financial institution selected by the Board,
- properly account for the funds of the Society and keep such books and records as may be directed by the Board,
- prepare and present an annual budget to the Board before the start of the upcoming fiscal year of the Society,

- present a detailed account of receipts, disbursements, assets and liabilities to the Board throughout the year as requested,
- ensure an audited statement of the financial position of the Society is prepared and presented at the AGM,
- prepare and file the federal and provincial returns as required under the Income Tax Act and the Societies Act of Alberta,
- make the books and records available for review as noted in Bylaw 9.6.

BYLAW EIGHT (Role of the Past-President)

8.1 The Past-President acts in an advisory capacity to the Board and is given the opportunity to attend Board Meetings, however, shall not have voting privileges. This is not an elected position, rather it is granted automatically when a President declines to renew his term.

BYLAW NINE (Financial Matters)

9.1 The fiscal year of the Society shall run from September 1 to August 31 of each calendar year.

9.2 The Board shall approve a balanced budget before the start of the fiscal year.

9.3 Expenses that arise during the year that were not included in the budget shall be approved by the Board before incurred. If material in amount, the budget shall be amended.

9.4 The Society shall maintain a contingency fund to cover urgent or unforeseen future expenditures.

9.5 The books and records maintained by the Treasurer shall be audited at least once each year. The Board shall engage a duly qualified auditor or appoint two (2) Members of the Society for this purpose. The audited financial statements and the Auditor's Report shall be presented to the Members at the AGM.

9.6 The books and records of the Society shall be made available for review:

- to the Board at any time,
- to any Member of the Society upon written request and with reasonable notice.

9.7 The Officers shall have signing authority for all cheques drawn on the Society's bank accounts. Cheques shall be signed by two (2) Officers. No two (2) Members of the same family may have cheque signing authority at the same time.

9.8 All contracts of the Society must be signed by an Officer.

BYLAW TEN (Remuneration or Benefit)

10.1 No Member shall receive any remuneration or benefit, of any kind, for services rendered to the Society.

BYLAW ELEVEN (Reimbursements)

11.1 Members may incur expenses in carrying out the duties of the Society. The Board shall reimburse the Member where the expense was pre-approved through either the budget process or at a Board Meeting. Expenses incurred that were not pre-approved by the Board may be reimbursed at the discretion of the Board.

BYLAW 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 executed 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.

BYLAW THIRTEEN (Protection and Indemnity of Board Members)

13.1 The Society shall indemnify a Board Member, a former Board Member or his heirs against all costs, charges and expenses, in respect of any civil, criminal or administrative proceeding to which they are a party to, by reason of being a Board Member of the Society, providing they acted honestly and in good faith with a view to the best interests of the Society. In a legal action that is enforced by a monetary penalty, the Society shall provide indemnification providing the Board Member had reasonable grounds for believing that his conduct was lawful.

13.2 The Society shall provide no indemnification for acts of fraud, dishonesty or bad faith perpetrated against the Society.

BYLAW FOURTEEN (Amending the Bylaws)

- 14.1 The bylaws may be amended by Resolution at an AGM or at a Special Meeting of the Society.
- 14.2 The notice of the AGM or Special Meeting must include details of the proposed Resolution to amend the bylaws.
- 14.3 Voting shall be conducted by a show of hands and at least three-fourths (3/4) of the Members present must approve the Resolution to amend the bylaws.
- 14.4 The amended bylaws take effect immediately upon approval of the Resolution.

BYLAW FIFTEEN (Assets in the Event of Dissolution)

- 15.1 In the event of the dissolution of the 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.

BYLAW SIXTEEN (Special Projects Fund)

- 16.1 The Special Projects Fund shall be used to meet the objectives of the Society but shall not be used to meet annual activity and administrative expenses.
- 16.2 The Board may authorize spending of up to \$10,000 on a project during the fiscal year. Expenditures in excess of \$10,000 must be approved by Resolution at an AGM or Special Meeting. Multi-year projects that exceed \$10,000 in total must be approved by Resolution in the first fiscal year in which a portion of the expenditure is incurred.