

# MANITOBA NATURALISTS SOCIETY BYLAWS

Passed at the AGM, March 9, 2009

With amendments passed at the AGM, March 19, 2012

## 1. Preamble

This document is the general Bylaws of the Manitoba Naturalists Society Incorporated. The Manitoba Naturalists Society Incorporated is a not-for-profit registered charitable organization that fosters awareness and appreciation of the natural environment.

## 2. Name

The Name of this organization shall be the Manitoba Naturalists Society Incorporated, also known by the trade name Nature Manitoba, hereinafter referred to as the "Society".

## 3. Definitions

Board – means the Board of Directors of the Society

Director – means any member of the Board, including the Executive Officers

Nature Manitoba News – means the official publication of the Society in either printed or electronic format

Quorum – means the number of persons who must be present at the meeting before business may be transacted.

Notice – means in writing, through Nature Manitoba News, or e-mail

## 4. Head Office

The head office of the Society shall be in Winnipeg, Manitoba at such place as the Board shall decide.

## 5. Seal of the Society

The seal an impression of which is stamped in the margin shall be the corporate seal of the Society and shall remain at the head office of the Society in the custody of the Secretary.

The Executive shall have power to authorize the seal of the Society to be affixed to all papers which may so require. When required on a document, the seal shall be affixed by any officers or Directors of the Society as may be designated from time to time by the Board.

## 6. Publications

Nature Manitoba News shall be the official publication of the Society.

## 7. Purpose & Objectives

### 7.1. Purpose

The purpose of the Society is to promote the preservation and protection of the environment, to encourage awareness and appreciation of the value of our natural heritage and to provide opportunities for experiencing and sharing a love of nature.

### 7.2. Objectives

- a. To foster an awareness and appreciation of the natural environment and an understanding of humanity's place therein.
- b. To provide an association and a voice for those interested in natural history and the outdoors.
- c. To cooperate with individuals and organizations with similar objectives.
- d. To arrange educational and recreational programs and field trips.

- e. To promote an understanding of the natural environment.
- f. To stimulate research and to record and preserve data and material in natural history and allied subjects.
- g. To work for the preservation of our natural environment.

## **8. Membership**

### **8.1. Eligibility**

Any individual or corporation that supports the objectives of the Society may be registered to be a member at the discretion of the Board by paying the membership fee prescribed by the Board.

### **8.2. Class of Members**

- a. Individual is a member who is 18 to 65 years of age.
- b. Senior is a member who is 65 years of age or over.
- c. Student is a member who is under 18 years of age, or who is 18 or over and in full time attendance at a recognized educational institution.
- d. Family is a membership category that includes immediate family living at the same address.
- e. Life is a member who paid a large, one-time fee prior to 2008 and is thereafter exempt from annual membership fees.
- f. Organization is a group or company.

### **8.3. Admission**

Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted as a member. Membership shall commence from the date of acceptance into the Society and continue for twelve months.

### **8.4. Resignation**

Any member may choose to resign their membership at any time by notifying the head office. The membership fee may be refunded at the discretion of the Board.

### **8.5. Termination**

Membership shall cease upon;

- a. Notifying the head office of their resignation;
- b. Failure to renew their membership upon its expiry;
- c. Death, or in the case of an organization on dissolution;
- d. Being expelled at the discretion of the Board for failure to abide by the policies of the Society.

### **8.6. Fees**

All members except those classes identified in 8.2 shall pay membership fees. Membership fees for each class shall be set annually by the Board according to the needs of the Society.

### **8.7. Rights and Obligations**

Every member in good standing is entitled to:

- a. Participate in Society activities;
- b. Attend any annual general meeting, general or special meeting of the Society;
- c. Be a member of and participate in committees.

Only members in good standing who are over the age of 18 are entitled to vote. Organization membership entitles the organization or group to the privileges of a single membership.

Members in good standing must abide by the Bylaws and policies of the Society.

## **9. Meetings of Members**

### **9.1. Annual General Meetings**

The Annual General Meeting of the general membership of the Society shall be held during the first four months of the Society year at such place and time as set by the Board. Members in attendance shall receive:

- a. Minutes of the preceding Annual General Meeting;
- b. The annual report;
- c. Financial statements and the report of the auditors.

At the AGM, auditors shall be appointed, Directors shall be elected and other business that arises shall be conducted.

The Board shall approve the minutes of the AGM at the first Board meeting subsequent to the AGM.

### **9.2. Special General Meetings**

Special General Meetings of the Society shall be called by the Board when required, or on the request in writing of twenty-five members of the Society. The Secretary shall give notice of a Special General Meeting and the reason for calling it. At these meetings, no business other than that specified in the notice calling the meeting shall be transacted.

### **9.3. Notice of General Meetings**

Notice of date, time, place and agenda of the Annual General Meeting or Special General Meeting shall be given to members of the Society at least twenty one days prior to such meetings. Notices in Nature Manitoba News shall be construed as official notices of the Society and will have the same force and effect as if contained in a personal notice delivered to each member of the Society.

### **9.4. Quorum**

Fourty members shall constitute a quorum at any Annual General Meeting or Special General Meeting.

### **9.5. Voting Privileges**

Members of the Society who are 18 years of age and over and who have been members for at least 15 days shall have voting privileges at any meeting of the general membership. Each member present shall have one vote. There shall be no provision for proxy voting. Voting for motions and amendments shall be by show of hands.

### **9.6. Policy Resolutions**

All proposed resolutions must appear in Nature Manitoba News at least 15 days prior to an Annual General Meeting or Special General Meeting or in a separate mailing to

the members at least 15 days prior to the meeting at which they are to be voted on by the members. Any separate mailings of the resolution(s) shall be at the expense of the mover of the resolution(s) unless otherwise indicated by the Board.

## **10. Board of Directors**

### **10.1. Powers of the Board**

The authority to transact business of the Society shall be vested in the Board of Directors (hereinafter called the "Board"). The Board may, in the execution of the powers granted, delegate certain of its authority to the Executive and other committees.

The Board:

- a. Shall manage all matters affecting the welfare of the Society including the supervision, control, and direction of the affairs of the organization, its committees and its publications;
- b. Shall have full control of all aspects of the funds of the Society including fundraising, borrowing, investing, and supervising disbursements;
- c. Shall establish and modify such programs, committees, and services as are necessary to meet the objectives of the Society;
- d. Shall report to the Annual General Meeting upon the year's work. ;
- e. Shall be the ultimate policy making body for the Society;
- f. May appoint an Executive Director and/or employ staff as necessary.

### **10.2. Composition**

The Board shall consist of 10 to 15 persons.

### **10.3. Eligibility**

Each Director shall:

- a. Be at least 18 years of age;
- b. Not be an undischarged bankrupt;
- c. Be a member of the Society;
- d. Not hold a paid position with the Society and not enter into a contract for services with the Society;
- e. Be interested in furthering the objectives of the Society.

### **10.4. Selection**

#### **10.4.1. Nominations**

At least two months before each Annual General Meeting the Board shall appoint a Nominating Committee that shall have the power to nominate candidates for positions on the Board. In addition, any two members of the Society may submit nominations for any position by delivering to the office of the Society a nomination paper signed by at least two members of the Society (other than the proposed nominee) and a consent in writing from the nominee. Nominations shall close at noon on the business day prior to the date of the Annual General Meeting. The Nominating Committee will prepare a slate of nominees. The slate will be presented to the Board for approval prior to publication in Nature Manitoba News. The Nominating Committee shall submit to the membership at the AGM, after determining the willingness of the nominees to serve, a slate of nominees for membership on the Board. If no nominations have been received for a position at the close of nominations,

nominations for that position may be received from the floor at Annual General Meeting.

**10.4.2. Notification of Nominations**

The last *Nature Manitoba News* published before the Annual General Meeting shall contain a list of all candidates who have been nominated together with a brief biographical sketch of each candidate.

**10.4.3. Elections**

The Board, excluding the Past President, shall be elected by ballot at the Annual General Meeting of the Society. If there is only one nominee for an office, that person shall be elected by acclamation.

**10.5. Term of Office**

The term of office of a Director shall be a maximum of three years and that member shall be eligible for re-election to the Board. Terms of office commence and expire at the conclusion of the Annual General Meeting.

**10.6. Vacancy**

Vacancies on the Board, however caused, may so long as a quorum of Directors remains in office, be appointed by the Directors from among the qualified members of the Society. A member appointed by the Board to fill a vacancy shall serve until the next Annual General Meeting.

**10.7. Removal**

The Board may at its discretion, by affirmative vote of two-thirds of its members, remove any Director for just cause. The Director being considered for removal shall leave the room.

**10.8. Board Meetings**

The Board will hold at least four meetings per fiscal year. Meetings shall be called by the President or the Executive Vice-President on a minimum of seven days notice to each Director. Where members of the Board feel there is an urgent need to deal with Society business, six members of the Board may, by notice to the Secretary, cause the Secretary to issue notice of special meeting of the Board. This meeting can deal with only those matters for which the meeting was specifically called.

All meetings of the Board are open to members of the Society except where the Board by a two-thirds majority vote determines to hold part of a meeting in camera.

Subject to approval by the Board, Directors may participate in meetings by electronic means subject to confidentiality and security of votes.

**10.9. Quorum**

Seven Members shall constitute a quorum of the Board.

**10.10. Voting**

At all meetings of the Board, every question shall be decided by majority vote unless stated otherwise in the Bylaws. In case of an equal vote, the Director chairing the meeting shall be entitled to cast a deciding vote, otherwise the motion shall be lost.

Voting will be by show of hands or roll call vote unless a secret ballot is requested by any Director.

**10.11. Remuneration**

No Director shall receive any payment for his services as a Director although reasonable expenses incurred while carrying out duties on behalf of the Society may be reimbursed according to the Board guidelines

**10.12. Conflict of Interest**

Where a Director, either on his behalf or while acting for, with or through another, has any financial or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he:

- a) Shall disclose his interests fully at a meeting of the Board;
- b) Shall disclose his interest and the general nature thereof prior to any consideration of the matter in a meeting of the Board;
- c) Shall not take part in any discussion of or vote on any question in respect of the matter; and
- d) Shall not in any way whether before, after or during the meeting influence the voting on any such question.

The financial or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the financial interest of the Director.

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

**10.13. Duties of Directors**

Every Director of the Society shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Society, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

**10.14. Limitations on Powers of Individual Directors**

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Society except as provided in this Bylaw or by resolution of the Board.

No individual Director shall have any authority to act on behalf of the Society with respect to the transaction of the affairs of the Society except as provided in this Bylaw or by resolution of the Board.

**11. Executive Officers/Committee**

**11.1. Executive Officers**

The Officers shall be the:

- a. President;
- b. Past President;
- c. Executive Vice-President;
- d. Vice-President;

- e. Secretary; and
  - f. Treasurer.
- and they shall be called the Executive Committee.

**11.2. Selection**

The Officers (except for the Past President) shall be elected annually by the general membership. When a new President is elected, the outgoing President shall become the Past President. No Director shall hold more than one office at any one time. No person shall be eligible to become a candidate for President unless that person has served as a member of the Board for at least one year.

**11.3. Powers of the Executive**

At the discretion of the Board, the Executive shall, between meetings of the Board, superintend the general business of the Society, but does not have the power or authority to establish or set new policy or amend existing policy which is in the exclusive discretion of the Board.

**11.4. Term of Office**

The President may be re-appointed for up to five consecutive one year terms. Other officers may be re-appointed annually any number of times.

**11.5. Executive Meetings**

Executive meetings shall be held at the call of the Executive Vice-President or President on reasonable notice.

**11.6. Quorum**

Three members shall constitute a quorum of the Executive.

**11.7. Minutes**

Minutes of the proceedings of the Executive shall be kept in a book provided for that purpose which shall be open for the inspection of any Director.

**11.8. Duties of Officers**

1. President

The President shall:

1. Preside at meetings of the general membership;
2. Preside at meetings of the Board;
3. In the absence of the Vice-President, preside at meetings of the Executive;
4. Perform such other duties as may be assigned by the Executive;
5. Ensures the effective action of the board in governing and supporting the organization, and oversees Board affairs.
6. Have general supervision of all activities of the Society.
7. Be an ex officio member of all committees except the nominating committee.

2. Past President

The Past President shall:

1. Chair the Nominating Committee;

2. Act in an advisory capacity to the President;
  3. Perform such other duties as may be assigned by the Executive.
3. Executive Vice-President  
The Executive Vice-President shall:
1. Preside at meetings of the Board, and the general membership, in the absence of the President or at the request of the President;
  2. Preside at meetings of the Executive Committee
  3. Assume the duties of the President in the absence of the President;
  4. Perform such other duties as may be assigned by the Executive.
  5. Acts as the President in his absence; assists the President on the above or other specified duties.
4. Vice-President  
The Vice-President shall:
1. Assume the duties of the Executive Vice-President in the absence of the President or Executive Vice-President;
  2. Perform such other duties as may be assigned by the Executive.
5. Secretary  
The Secretary shall:
1. Ensure that minutes of meetings of the Board, the Executive, and general membership are taken and recorded;
  2. Ensure that proper notice is given for all meetings of the Board and the general membership;
  3. Ensure that the membership lists and other corporate records of the Society are properly maintained;
  4. Perform such other duties as may be assigned by the Executive.
6. Treasurer  
The Treasurer shall:
1. Ensure that all funds of the Society are deposited or invested in the name of the Society;
  2. Ensure that the Society keeps full and accurate accounts of receipts and disbursements;
  3. Ensure that the Board and the Executive are provided with regular financial reports;
  4. Submit an annual budget to the Board;
  5. Ensure that a financial review or audit is conducted annually
  6. Submit annual audited financial statements to the Board and the General Membership;
  7. Perform such other duties as may be assigned by the Executive.

## **12. Standing Committees**

There shall be at least three standing committees as described in the Terms of Reference for Standing Committees:

- Nominating,
- Finance,
- Human Resources.



The Board shall have power to establish additional standing committees as it deems necessary. Each standing committee is to be made of not less than three people. The Board shall designate a Director to be the Chair of each standing committee of the Board.

### **13. Special Committees**

The Board may create or terminate special committees as needed from time to time. The Board shall designate a Director to be a liaison between each committee and the Board.

### **14. Appointment of Executive Director**

The Board may hire an Executive Director to oversee the operation of the Society. The Executive may from time to time delegate duties of the Officers to the Executive Director or other employees or volunteers of the Society.

### **15. Indemnification**

The Society agrees to indemnify the Directors for all actions undertaken by them in good faith on behalf of the Society, claims, suits or proceedings brought against them, provided that no Director shall be indemnified in respect of any liability, cost, charge or expense that he sustains as a result of fraud, dishonesty, willful neglect or willful default.

### **16. Finances and Administration**

#### **16.1. Fiscal Year**

The Board may by resolution set the fiscal year of the Society from time to time. Until changed by the Board, the Society year shall begin January 1 and end December 31.

#### **16.2. Execution of Documents**

All agreements, conveyances, deeds, transfers, mortgages, assignments, covenants, caveats, withdrawals of caveat, plans, contracts and other documents of any kind or nature which the Society may by law enter into, and to which it is a part (except cheques, notes, drafts and other negotiable instruments), shall be executed for and in the name of the Society by the Secretary and the President or a Vice-President (or by any other persons whom the Board shall by resolution fix and determine). These documents shall be retained in the office of the Society under the custody of the Secretary. The seal, when required to be affixed to any document, shall be affixed as per Section 5.

#### **16.3. Signing Authority**

The President, Executive Vice-President, Vice President, Treasurer, Secretary, and Executive Director shall have signing authority. Two signatures shall be required on all cheques issued upon the Society accounts and all notes, drafts, etc. drawn by the Society.

#### **16.4. Borrowing Powers**

The Society may from time to time enter into agreements for the borrowing of funds for the purpose of carrying out the objectives of the Society by resolution of the Board. Documents will then be executed as noted in 16.2.

#### **16.5. Investment Authority**

The funds of the Society may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds or other securities as the Board may deem desirable.

**16.6. Property**

The Society may establish field stations within the province for the purpose of carrying out the objectives of the Society. The Society may acquire land or any other property for the purpose of carrying out the objectives of the Society. Transactions necessary to obtain and operate lands or other tangible assets which are bought, leased, received as gifts or are entrusted to the Society (these acquisitions being at all times consistent with the objectives of the Society, and in addition are normal and reasonable business transactions in themselves), requires authorization by the Board. Transactions of whatever nature necessary to carry out these objectives shall, where possible, be negotiated in the name of the Society.

**16.7. Records and Books**

The Board shall see that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept and are stored in a safe and secure location.

**16.8. Financial Accounts**

Financial accounts shall be kept in the name of the Society and in such financial institutions as the Board may select.

**16.9. Financial Review**

The members of the Society shall appoint at the Annual General Meeting at least one accredited individual to review the financial statements and accounts of the Society. The individual(s) shall express a written opinion on whether the statements present fairly the financial position of the Society and the results of its operations for the year when ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

**16.10. Reserve Fund**

A Reserve Fund shall be established and maintained as a source of funds to meet the operating expenses of the Society in any of the following circumstances:

1. Funds are not available to meet ordinary operating expenses.
2. Such operating expenses have increased and the increase was not anticipated by the Society and cannot be met through funds from the current budget.
3. Such operating expenses, although arising from operations of the Society, are of an extraordinary or unusual nature.
4. The Society has lost any grant which ordinarily provided funds to cover some or all of the operating expenses of the Society, or has not received an anticipated grant which was reasonably expected to cover some or all of the operating expenses of the Society.

**17. Parliamentary Authority**

Robert's Rules of Order, Newly Revised shall apply on all questions of procedure and parliamentary law not specified by these Bylaws.

**18. Amendments of the Bylaws**

Notice of intent to amend the Bylaws shall appear in Nature Manitoba News at least twenty-one days prior to the Annual General Meeting or any Special General Meeting of the Society. A two-thirds majority of the members voting is required to amend the Bylaws.

#### **19. Dissolution**

Members of the Society do not have and cannot have any personal interest in the Society's property. If the Society is dissolved or disbanded, any assets left after all liabilities have been satisfied must be distributed to registered charitable organizations whose purpose is most similar to those of the Society at the time of dissolution.

#### **20. Interpretation of Bylaws**

In this Bylaw and all other Bylaws and resolutions of the Society, unless the context requires otherwise, the singular includes the plural and the masculine includes the feminine.