

CONSTITUTION
(LETTERS PATENT)

and

AMENDMENTS TO THE
BY-LAWS

as adopted by the Board of Directors

on November 12, 1992

and amended

on January 14, 1993

and

as endorsed by the Membership

at the

Annual General Meeting

Wednesday, February 17, 1993

THE CONSTITUTION

(LETTERS PATENT)

ARTICLE I - NAME OF CORPORATION

The Corporation shall be known as the Niagara Falls Nature Club, hereinafter to be referred to as "The Club".

ARTICLE II - INCORPORATION

The Club was incorporated in the Province of Ontario as a non-profit organization under Part III of the Corporations Act by Letters Patent dated November 29, 1991, without share capital.

ARTICLE III - AIMS AND OBJECTIVES

The Aims and Objectives of The Club shall be:

1. To preserve and protect the natural habitat of the Niagara area;
2. To promote a better understanding in and a knowledge of the natural history of the Niagara area, for a better understanding of the value of our heritage in nature;
3. To promote, encourage and co-operate with organizations and individuals having similar interests and objectives;

To consider matters of environmental concern;

To receive and maintain a fund or funds and apply from time to time all or part thereof and the income therefrom, for charitable purposes;

To use, apply, give, devote, or distribute from time to time all or part of the fund or funds of The Club, and/or the income therefrom for charitable purposes by such means as may from time to time seem expedient to its directors, and to establish and maintain charitable activities, agencies or institutions, and to aid any such activities, agencies or institutions already established.

7. To comply with the intent of the Letters Patent.

ARTICLE IV - POWERS

An elected Board of Directors shall administer the affairs of The Club in all things, and make or cause to be made for The Club, in its name, any kind of contract which The Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other

acts and things as The Club is by its charter or otherwise authorized to exercise and do.

ARTICLE V - AMENDMENTS TO THE CONSTITUTION

The Constitution may be amended at the Annual Meeting of The Club, provided that a written notice of motion has been filed with the Secretary at least thirty (30) days prior to the Annual Meeting. A change in the Constitution shall require a two-thirds (2/3) majority vote of the members present at the Annual Meeting. Supplementary Letters Patent, for any changes to the existing Constitution, must be forwarded to the Ontario Ministry of Consumer and Commercial Relations for registration, and to Revenue Canada, Taxation, Charities Division, Ottawa.

ARTICLE VI - DISSOLUTION

Upon the dissolution of The Club and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of specifically to the Federation of Ontario Naturalists; or failing that, to other Ontario charities, which have environmental and conservation concerns, and which carry on their work solely in Ontario.

NOTE: The preceding six articles paraphrase the Letters Patent for The Club, which are our legal constitution.

BY-LAWS

CLAUSE I - MEMBERSHIP

(1) **ADMISSION TO MEMBERSHIP:**

(a) **ACTIVE MEMBERS:**

Active Members shall consist of individuals, families and organizations who share and nurture an interest in nature and the environment, who have paid the prescribed membership fees, and who accept the aims and objectives of The Club.

(b) **HONORARY LIFE MEMBERS:**

Honorary Life Membership may be awarded by the Board of Directors to a club member of long standing, in recognition of significant contributions to the aims and objectives of The Club. The presentation of such honorary membership will be made at the following Annual Meeting.

(2) **MEMBERSHIP DUES:**

The Board of Directors may, from time to time, determine by resolution, the amount of the annual dues.

(3) **MEMBERSHIP REGISTER:**

The Treasurer, or a member appointed by the President, shall maintain an up to date register of active members for each club year.

CLAUSE II - ANNUAL MEETING

(1) **TIME, PLACE AND DATE:**

The Board of Directors shall determine the time, place and date for the Annual Meeting which shall be during the month of February of each year, and shall be open to the public at large.

(2) **NOTICE OF ANNUAL MEETING AND ELECTION OF OFFICERS:**

Notice of the Annual Meeting and the Election of Officers, shall be advertised in the club bulletin, Nature Niagara News, at least ninety (90) days prior to the Annual Meeting, which shall inform the membership that notices of motion, correspondence, constitutional amendments and any other matters must be submitted to the Secretary thirty (30) days prior to the actual date of the Annual Meeting.

(3) **ORDER OF BUSINESS:**

At every Annual Meeting, in addition to any other business that may be transacted, the following shall be considered:

- minutes of the last Annual Meeting;
- business arising;
- President's address;
- Treasurer's report;
- general business;
- amendments to the Constitution;
- election of Board of Directors;
- adjournment.

(4) **BUSINESS YEAR END:**

The business year end of The Club will be December 31st of each year.

CLAUSE III - ELECTION OF OFFICERS

(1) **PROCEDURE FOR ELECTIONS:**

The chairperson of the Nominating Committee shall present at the Annual Meeting, a slate of candidates consisting of President, Vice President, Treasurer, Secretary and six (6) Directors. Candidates considered suitable by the

Nomination Committee, shall be selected from the membership of The Club after receiving confirmation from the candidate agreeing to stand for election. The chairperson will ask for further nominations from the floor at the Annual Meeting. Any candidate nominated from the floor must be present or must have submitted a letter indicating his/her intention to stand for election. The order of election shall be: President, Vice President, Secretary, Treasurer and Directors. Anyone nominated for an Executive Office must have served at least one full year as a Director. The new Board of Directors takes office immediately after it has been installed at the Annual Meeting. The chairperson of the Nomination Committee shall act as the Chair for the election of Officers.

(2) **VOTING:**

Each member of The Club present at the Annual Meeting is entitled to one vote. There shall be no voting by proxy. Voting shall be by a show of hands or by secret ballot, if necessary. The Chairperson shall vote only to decide a tie vote.

CLAUSE IV - QUORUM

(1) **ANNUAL MEETING:**

A quorum shall consist of a minimum of three (3) Executive members, three (3) Directors, and fifteen (15) other members of The Club.

(2) **BOARD OF DIRECTORS MEETINGS:**

A quorum shall consist of a minimum of six (6) members of the Board of Directors.

CLAUSE V - EXECUTIVE OFFICERS

(1) The Executive Officers of The Club shall consist of the President, Vice President, Secretary, Treasurer and the Immediate Past President.

(2) The President, Vice President, Secretary and Treasurer shall hold office until the next Annual Meeting.

(3) The President may hold office for no more than two (2) consecutive years.

(4) In the event of vacancies of

(a) President - the Vice President shall assume duties of

this office.

(b) Vice President, Secretary or Treasurer - these positions shall be filled from within the Board of Directors, and approved by the Board of Directors.

CLAUSE VI - BOARD OF DIRECTORS

- (1) The Board of Directors of The Club shall consist of the Immediate Past President plus the following elected members: President, Vice President, Secretary, Treasurer, and six (6) Directors;
- (2) The Board of Directors shall appoint annually an Editor of The Club Bulletin, who shall have voting privileges, and the Board of Directors may appoint additional Directors as deemed necessary;
- (3) All members of the Board of Directors shall have voting privileges;
- (4) Directors shall hold office for a two (2) year term, with three (3) retiring each year;
- (5) Only members of The Club shall hold office on the Board of Directors;
- (6) Vacancies on the Board of Directors shall be filled by appointment by the Board of Directors.
- (7) The Board of Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such.

CLAUSE VII - DUTIES OF THE BOARD OF DIRECTORS

- (1) The Board of Directors shall establish and review the By-Laws of The Club, to ensure that they provide for the continued well being and good government of The Club and its members.
- (2) The Board of Directors may confer the title of Honorary President on an individual of prominence, or on an individual, or individuals, who have made an outstanding contribution to The Club. Such person or persons will have no voting privileges.
- (3) The duties of the Board of Directors are as follows:

(a) **PRESIDENT:**

The President shall, when present, preside at meetings of The Club, and the Board of Directors; shall call regular meetings of the Board of Directors, and other special meetings as he/she deems necessary; and shall appoint chairpersons of all

committees and be an exofficio member of all committees. The President shall appoint annually a club representative to the FON Council, and at his/her discretion, may appoint a club member to represent the President or The Club at other meetings or functions. The President shall appoint annually a club member to liaise with Brock University with regard to the selection of the recipient of the Howard Martin Memorial Bursary.

(b) **VICE PRESIDENT:**

The Vice President shall perform the duties assigned by the President and, in the absence of the President, shall perform the duties of the President.

(c) **SECRETARY:**

The Secretary shall keep an up to date record of all club meetings and meetings of the Board of Directors; and shall file all club correspondence and treasurer's reports in the club records.

(d) **TREASURER:**

The Treasurer shall receive all funds and deposit same in chartered bank or trust company as directed by the Executive Officers; shall disburse funds by cheque as directed by the Executive Officers, counter-signed by the President or one other Executive Officer as determined by the Board of Directors; shall have an accurate up to date financial report prepared for the monthly Board of Directors meeting; shall present to the membership an annual printed financial statement; shall present on demand of the Executive Officers, his/her official books for inspection; and shall present to the Auditors appointed by the Executive Officers, his/her official books and receipts at least thirty (30) days prior to the Annual Meeting, for the purpose of an audit.

(e) **IMMEDIATE PAST PRESIDENT:**

The Immediate Past President shall participate in the deliberations of The Club, acting in a general advisory capacity; shall preside over The Club meetings in the absence of the President and Vice President, or as directed by the President; and shall be chairperson of the Nominating Committee.

(f) **DIRECTORS:**

The Directors shall, as arranged by the President,

accept individual assignments; may serve as committee chairpersons; shall consult on matters pertaining to the administration and well being of The Club; and shall attend meetings involving all activities of The Club.

CLAUSE VIII - BOARD OF DIRECTORS MEETINGS

Meetings of the Board of Directors shall be held at least monthly between September and May of each club year. Notices of all meetings shall be given by prior notice or by telephone. Meetings, other than regular meetings, may be called by the President, and shall be called by the President on the request of three (3) or more members of the Board of Directors. Voting on all matters shall be by a show of hands or by secret ballot, if necessary. The Chairperson shall vote only to decide a tie vote. All meetings of the Board of Directors shall be open to the active membership of the Club, as observers, and to the general public upon invitation.

CLAUSE IX - COMMITTEES

Standing and/or special committees of The Club shall be created, altered and discontinued by the Board of Directors who shall specify the terms of reference for each committee. The President shall appoint the Chairperson, and the committees, or the Chairperson may recommend the committee members to the President for Board of Directors approval. The following standing committees are hereby created.

1. Nomination Committee
2. Natural Areas Committee
3. Awards Committee
4. Program and Outings Committee
5. Hospitality Committee
6. Publication Committee

CLAUSE X - AMENDMENTS TO BY-LAWS

Amendments to By-Laws may be effected at any meeting of the Board of Directors, at which a quorum is present, by a two-thirds (2/3) majority vote, provided that the notice of motion has been given at the preceding Board of Directors meeting.

CLAUSE XI - CONFLICT OF INTEREST

Where a conflict of interest is declared, the individual or individuals involved shall withdraw from any discussion or vote, and the minutes of the meeting shall so record.