

BY-LAWS
OF
THE HALIFAX FIELD NATURALISTS

1. In these by-laws unless there is something in the subject or context which is inconsistent with the following definition:

- (a) "Society" means The Halifax Field Naturalists;
- (b) "Board" or "Board of Directors" means the Board of Directors of the Society;
- (c) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- (d) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Special Resolution (2 March, 1995) amends the By-laws by:

- a) substituting the words and punctuation "she/he" whenever the word "he" appears;*
- b) substituting the words and punctuation "her/his" whenever the word "his" appears; and*
- c) substituting the words and punctuation "her/him" whenever the word "him" appears.*

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.

3. For the purposes of registration the number of members of the Society is unlimited.

4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.

5. Membership in the Society shall not be transferable.

6. (a) Any person who supports the objects of the Society shall be admitted to membership in the Society upon payment of the membership fee. Annual membership fees may be set by a majority of the members present at an annual meeting of the Society.

Special Resolution (3 April, 1997) amends By-law 6(a) by deleting the last sentence thereof in order to give effect to the Special Resolution passed at the Annual Meeting in March 1992 which transferred the power to set membership fees from the members to the Board of Directors.

(b) Honorary memberships may be awarded annually at the discretion of the Board of Directors.

7. Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

MEETINGS

9. Regular Meetings

The Society shall hold regular meetings on such dates as may be determined by the membership. No notice is required for regular meetings except where the Board approves a change of date, time or place after the membership has determined the same.

10. Annual Meetings

The annual meeting of the Society shall be held within three months of the end of the fiscal year on such date as may be determined by the Board.

The Secretary shall give notice in writing of the annual meeting to all members of the Society at least two weeks before the date on which the meeting is to be held. The fiscal year shall be January 1st to December 31.

11. Special Meetings

Special meetings of the Society may be called at any time by the Board, or upon a written request signed by at least five members in good standing. Such a special meeting must be called within thirty days of such a request. The Secretary shall give notice of all Special Meetings in writing to all **7** days before the date on which the meeting is held.

12. Accidental failure or omission to give notice for any meeting pursuant to By-laws 9, 10 or 11 does not invalidate the meeting or the proceedings of the meeting.

13. Quorum

No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of **25** members.

*Special Resolution (3 April, 1997) amends By-law 13 by reducing the quorum of members from **25** to **15** members.*

14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct.

CONDUCT OF MEETINGS

15. (a) The President of the Society shall preside as Chairman at every Annual, Monthly and Special Meeting of the Society;
- (b) If there is no President or if at any meeting he is not present at the time of holding the same, those members of the Board of Directors present shall choose someone to preside as Chairman;
- (c) If there is no President or a director or if at any meeting neither the President nor a director is

present at the holding of the same, the members present shall choose someone of their number to be Chairman.

16. The Chairman of the meeting shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have the deciding vote.

17. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

18. At any general meeting, unless a recorded vote is demanded by at least one member, voting shall be conducted by a show of hands and a declaration by the Chairman that a resolution has been carried and an entry to that effect in the minute books of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the members recorded in favour of or against the resolution.

19. If a recorded vote is demanded, it shall be taken in the manner prescribed by the Chairman and the result of the vote shall be recorded as a resolution of the Society.

VOTE OF MEMBERS

20. Only members present are entitled to vote at a meeting and each member of the Society is entitled to one vote on a motion, resolution or question put to the meeting.

OFFICERS OF THE SOCIETY

21. The Officers of the Society shall be the President, Secretary and Treasurer. The first Board of Directors shall elect from their own number the officers of the Society who shall hold office until successors are elected. At the first annual meeting of the Society and at subsequent annual meetings, the officers of the Society will be elected by the general membership pursuant to these by-laws for a term of one year, or until their successors are elected Officers shall be eligible for re-election.

Special Resolution (2 March, 1995) amends By-law 21 by deleting the first sentence and substituting therefor the following sentence:

"The officers of the Society shall be the President, Vice-President, Secretary and Treasurer."

22. The President shall, subject to the control and direction of the Board of Directors, have general direction of the affairs of the Society, shall preside at all meetings of the Board of Directors and at all annual and special meetings of the Society.

23. In the absence of the President, the Board shall appoint a director to act as President who shall exercise the authority of the President and fulfill his duties.

Special Resolution (3 April, 1997) amends By-law 23 by adding the following subclause (a) and lettering the existing clause as "(b)":

"(a) In the event that an officer resigns or in the opinion of the Board is no longer able to perform the duties of the office, the Board may appoint a replacement to fill the office for the unexpired portion of the term."

24. The **Secretary** shall act as secretary at all meetings of the Board of Directors and at the annual meeting and special general meetings of the Society and shall prepare minutes of the proceedings at all such meetings. He shall have custody of the Minute Books and shall perform all such other duties as shall be assigned to him from time to time by the Board of Directors.

25. The **Treasurer** shall have custody of all funds and accounts of the Society. He shall maintain complete and accurate books of accounting, and shall:

- a) report when directed by the board or by a general meeting the financial position of the Society;
- (b) sign documents and instruments that require his signature; and
- (c) at each annual meeting of the Society present to the meeting a true account of the Society's finances.

26. One person may hold both the offices of Secretary and Treasurer.

DIRECTORS

27. There shall be a Board of Directors, which will include the officers of the Society. The number of directors shall not be less than **five** or more than **ten**. The number of directors shall be determined by the membership at the annual meeting.

*Special Resolution (3 April, 1997) amends By-law 27 by changing the minimum and maximum number of directors to **seven** and **12** respectively and deleting the last sentence thereof.*

28. The first Directors shall be the subscribers to the Memorandum of Association. All of the first Directors shall hold office until the first annual meeting or until their successors are appointed.

29. Any member of the Society shall be eligible to be elected a director of the Society.

30. (a) All directors except the immediate past president and two others shall be elected for a term of one year by the members at the Annual Meeting of the Society from among candidates nominated by a nominating committee appointed by the Board of Directors.

Special Resolution (3 April, 1997) amends By-Law 30 as follows:

(i) Paragraph (a) is deleted and the following paragraph substituted therefor:

"(a) All directors, except the immediate past president, shall be elected for a term of one year by the members at the Annual Meeting of the Society from among candidates nominated by a nominating committee appointed by the Board of Directors, or nominated by any two members present at the Annual Meeting."

(b) The Immediate Past President of the Society shall be appointed a member of the Board of Directors with full voting rights and shall hold office until an outgoing president succeeds him.

(c) Two directors at large shall be elected for a term of one year by the members at the Annual Meeting from among candidates nominated from the floor at that meeting.

(d) Retiring directors shall be eligible for re-election.

Special Resolution (3 April, 1997) amends By-Law 30 as follows:

Paragraph (c) is deleted and paragraph (d) becomes paragraph (c).

31. (a) The Board of Directors shall appoint a Nominating Committee two months in advance of the Annual Meeting. This committee is to submit nominations for the positions of President, Secretary, Treasurer and all but two of the directors at large to the Annual Meeting.

Special Resolution (2 March, 1995) amends By-law 31 by adding the word and punctuation "Vice-President," immediately before the word "Secretary" in paragraph (a) thereof.

(b) Any two members of the Society who wish to have someone nominated by the Nominating Committee may do so by submitting the name in writing to the Committee at least two weeks before the Annual Meeting.

Special Resolution (3 April, 1997) amends By-Law 31 as follows: The last sentence of paragraph (a) is deleted and the following substituted therefor:

"The committee is to submit nominations for the offices of President, Vice-President, Secretary, and Treasurer and not less than 3 additional directors."

32. (a) All elections will be by secret ballot, unless a $\frac{3}{4}$ majority of members present at an annual meeting agrees to voting by show of hands.
- (b) The candidate for any office or position as director obtaining the largest number of votes cast will be elected.
- (c) If the candidates for a particular office or position as director receive an equal number of votes on first ballot, a second ballot will be held. If no candidate receives a majority of votes cast on second ballot, the chairman of the meeting shall cast the deciding vote.

33. In the event that a director resigns his office or ceases to be a member of the Society, whereupon his office as director shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.

34. Any Director or officer of the Society may be removed from office by special resolution.

35. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the President. A meeting of directors may be held at the close of every annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

36. No business shall be transacted at any meeting of the Board of Directors unless more than one half of the number of directors are present at the commencement of business.

Special Resolution (3 April, 1997) amends By-Law 36 by deleting the words "more than" and substituting therefor the words "at least".

37. The President or, in his absence, any director appointed from among those directors present shall preside as Chairman at meetings of the Board.

38. The President shall be entitled to vote as a director and, in the case of an equality of votes, he shall have a deciding vote in addition to the vote to which he is entitled as a director.

39. It is expressly declared that the Board of Directors and the officers of the Society shall serve in these capacities without remuneration and no member of the Society shall benefit personally from his membership and in the event of dissolution of the Society all accumulated funds and property of the Society shall be devoted to, paid over, conveyed and transferred to such charitable organizations as shall be deemed proper and shall be directed by the members of the Society by resolution at a general meeting of the Society.

POWERS OF DIRECTORS

40. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting. The Board in the exercise of these powers shall conform to any regulation or directions that may from time to time be imposed upon it by the membership at an Annual Special meeting.

41. Any contract, deeds, bills of exchange or other instruments and documents made on behalf of the Society shall be authorized by the Directors and executed on behalf of the Society by such officers or board members as the Directors may from time to time designate.

42. The Board of Directors shall appoint the Editor of the Newsletter~

43 The Board of Directors is empowered to hire employees and determine their duties, responsibilities and remuneration. Employees of the Society are eligible for full membership within the Society including the right to stand for election as an Officer or Director.

44. The Directors of the Society may from time to time in their discretion and with the sanction of a special resolution:

(a) raise or borrow money for the purpose of the Society;

(b) sign or endorse bills, notes, acceptances, cheques, contracts and other dividends of or securities for money borrowed for the purposes aforesaid;

(c) issue debenture or mortgage the real property of the Society to secure the payment of money borrowed by it.

45. The Board of Directors may establish and delegate any of their powers to committees consisting of such Directors, society members, or such persons as they think fit and may from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated, conform to any

regulation or directions that may from time to time be imposed upon it by the Directors.

AUDIT OF ACCOUNTS

46. The auditor of the Society shall be appointed annually by the members of the Society at the annual general meeting, and, on failure of the members to appoint an auditor, the directors may do so.

47. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members upon the balance sheet and operating account and, in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

AFFILIATION

48. (a) The Society shall maintain membership in the Canadian Nature Federation and shall pay all dues and may exercise all rights of membership in this organization.

(b) The Society may from time to time by special resolution, decide to become a member of or otherwise affiliate with other organizations with similar objects.

Special Resolution (3 April, 1997) amends By-Law 48 by deleting it in its entirety.

MISCELLANEOUS

49. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of director, notify the Registrar of the change.

50. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

51. The Society shall maintain a register of its members, and shall enter in it the names of every person who is admitted as a member of the Society, together with the following particulars:

(a) the full name, address and occupation of every such person;

(b) the date on which each person is admitted as a member;

(c) the date on which any person ceases to be a member.

52. The Society shall furnish to any member upon request, a copy of its memorandum and by-laws.

53. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

54. The books and records of the Society may be inspected by any member at any reasonable time within two

days prior to the annual general meeting at the registered office of the Society.

55. Amendment of By-Laws

These by-laws may be added to, altered or rescinded by a Special Resolution.

56. In the event that The Halifax Field Naturalists shall disband or dissolve, all of the assets remaining 'after all debts have been paid, shall be transferred to some other Canadian non-profit organization or organizations which have objectives similar to those of the Halifax Field Naturalists as determined by the Board of Directors.

Special Resolution (2 March, 1995) adds a new By-Law 57:

57. Every director, officer or servant of the Society shall be indemnified by the Society against, and it shall be the duty of the directors out of the funds of the Society to pay, all costs, losses and expenses that any director, officer or servant may incur or become liable to pay by reason of any contract entered into, or any act or thing done by her/him as such director, officer or servant or in any way in the discharge of her/his duties including travel expenses; and the amount for which such indemnity is proved shall immediately attach as a lien on the property of the Society and have priority as against the members over all other claims.

Special Resolution (2 March, 1995) adds a new By-Law 58:

58. No director of the Society shall, in the absence of any dishonesty on her/his part, be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects are deposited, or for any loss occasioned by error of judgement or oversight on her/his part, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of her/his office or in relation thereto.