



Knowing Nature Better

Bylaws of Owen Sound Field Naturalists

Last updated May 2, 2023

Last Comprehensive Review
April 21, 2023

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Preamble

1. Name:

The name of the organization shall be the Owen Sound Field Naturalists, hereafter referred to as the "Club".

2. Objectives:

- a) To educate and increase the public's understanding of the environment and its importance by offering indoor and outdoor workshops, seminars, and meetings, and by collecting and disseminating information to the public on subjects relating to the environment; and
- b) To undertake activities ancillary and incidental to the above-mentioned charitable purpose.
- c) To meet the requirements of the Ontario Not-for-Profit Corporations Act hereafter referred to as The Act.

Section 1 – Directors

Electing and Appointing Directors

1.1 Who elects the Directors?

The Members elect the Directors at the Annual General Meeting (AGM).

1.2 How long do Directors serve?

The Members will elect Directors for a two year term. They may serve for a maximum of six years, i.e. - 3 consecutive two-year terms before stepping down for a minimum of one year.

1.3 How are candidates for Directors selected?

A Nominating Committee, of at least three Club members who are not standing for office, is to be appointed by the Board at least three months in advance of the Annual General Meeting. They will nominate a slate of Officers and Directors to serve on the Board for the ensuing two-year term. Club members will receive notice of the slate being recommended for Board positions, at the General Meeting prior to the AGM.

1.4 How are the Directors elected?

The Board of Directors will consist of five Officers: President, Vice President, Past President, Secretary, Treasurer and six Directors. The Vice President and President will serve for a two-year non-renewable term. At the end of that term, the President will become the Past President, and the Vice President will become the President. The Past President will serve, by acclamation, for a two-year non-renewable term. Following this term, the Past President must step down for a minimum period of one year before standing for any future Board positions.

The positions of Officers and Directors must be elected by the club membership, at the AGM.

Empty Seats

1.5 How are Board seats filled when they've been vacated mid-term?

A quorum of Directors may fill a vacancy among the Directors by a majority vote.

1.6 How many Directors may a quorum of Directors appoint?

The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

1.7 What if the vacancy means there isn't a quorum of directors?

If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

1.8 What is the voting threshold to elect a Director mid-term?

if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority (51%) vote. The Board may fill any other vacancy by a majority (51%) vote.

1.8 How long is the term of office for a Director filling a vacancy?

The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

Committees

1.10 Can the Board delegate its powers to a Managing Director or Executive Committee?

The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in The Act that are not permitted to be delegated.

1.11 Who decides on the composition and rules of Board committees?

The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

Paying Directors

1.12 Can we pay directors for their work as Directors?

No.

1.13 Can we pay directors for their work in other capacities?

No.

1.14 Can we pay directors for their work as directors or in other capacities?

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Club in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

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Section 2 – Board Meetings

2.1 Who can call Board Meetings?

Any two Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Club in the manner provided in the Notices Section of this Bylaw.

2.3 How long in advance does the notice have to be given?

Notice of the time and place of the meeting must be given not less than 7 days before the date that the meeting is to be held.

2.4 How should notice be given?

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

2.5 When can we have a Board Meeting without advanced notice?

Notice of a meeting is not necessary if:

- a. all of the Directors are present, and none objects to the holding of the meeting,
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
- c. a quorum of Directors is present, and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Club.

Conducting Board Meetings

2.6 Who will chair Board Meetings? What if they are absent?

The President will oversee Board Meetings. If the President is absent, the Vice President will act as chair. If the President and Vice President are absent, the Directors present will choose a Director to act as the Chair.

2.7 What constitutes a quorum for a Board Meeting?

A quorum is defined as minimum of six Board Members

2.8 How will voting be conducted at the Board Meeting?

Each Director, including the President, has one vote. Questions arising at any Board Meeting will be decided by consensus unless otherwise required by The Act.

Phone and e-Meetings

2.9 Can Directors join Board Meetings online or by phone?

If all of the Directors of the Club consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting.

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Section 3 – Officers

Appointments and Removals

3.1 **What Officers can the Board appoint?**

The duly elected President will serve as the Chair. The Board will appoint from among the Directors a Treasurer and Secretary at its first meeting following the annual meeting of the Club. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

3.2 **Can one person hold more than one office?**

The same person may not hold two or more offices of the Club.

3.3 **Who can remove an Officer?**

The Board may remove any Officer by resolution.

3.4 **For what reasons may an Officer be removed?**

An Officer may be removed for any reason.

Duties

3.5 **What duties does the President have?**

The President will manage the day-to-day affairs of the Club, subject to the Constitution and Board of Directors. The President will call meetings of the Board, set agendas, and chair both Board and Club meetings. The President shall sit as an ex-officio member on all Board and Club committees.

3.6 **What duties do other Officers have?**

The Vice President will work closely with the President, and in the absence of the President will perform the duties of the President. Should the office of President become vacant the Vice-President will fill the vacancy for the balance of the President's term.

The Past President will attend Board Meetings to ensure continuity of operations from one year to the next.

The Secretary will be responsible for the custody of all current documents, for recording minutes of all Board meetings and circulating minutes to Board members within fourteen days of the meeting. The Secretary will be responsible for recording and distributing minutes of all Annual General Meetings and Special Meetings that may be called.

The Treasurer will be responsible for the custody of the Club's funds and will present a financial statement at each Board Meeting, showing receipts and disbursements to date. A financial statement will be provided at the Annual General Meeting showing detailed receipts and disbursements of the Club for the preceding year. The Treasurer will also perform such other duties, related to the Club finances, as may be requested by the Board.

3.7 Can Officers delegate their powers?

Officers will be responsible for the duties assigned to them, but they may delegate to others the performance of any or all of such duties.

3.8 How are Club affairs managed?

The Board of Directors will supervise the management of all Club affairs, including finances, membership dues and status, indoor and outdoor programs, hospitality, publicity and advertising, the newsletter, the Young Naturalists Club, and conservation projects and other activities decided upon by the Directors. The Board will strive to assign a chairperson, or liaison, in all these areas and ensure that all needed information on Club activities is brought before the Board in due course.

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Section 4 – Legally Protecting Directors and Others

4.1 Will Directors and Officers be protected against liability?

No Director, Officer or committee member of the Club will be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Club
- b. joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club
- c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested
- d. any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or Club with whom or which any moneys, securities or effects shall be lodged or deposited or
- e. any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

4.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?

No Director, Officer or committee members of the Club will be liable for the above-mentioned things as long as they:

- a. complied with The Act and the Club's articles and Bylaws, and
- b. exercised their powers and discharged their duties in accordance with The Act.

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Section 5 – Members

5.1 What is the definition of a Membership Year?

A Membership Year shall be from September 1st to August 31st.

5.2 How many classes of Membership are there?

Membership in the Club shall consist of 4 classes of Members.

Membership in the Club will include the incorporators named in the articles until such time as their membership ends.

Individual

5.3 Who qualifies to be an Individual Member?

Membership is open to the public. Individual members are accepted into the Club by filling out an application for membership and paying the annual membership fee.

Although normally considered family members, Young Naturalists can be individual members, also accepted into the club by filling out an application for membership and paying the designated annual membership fee.

5.4 How long will Individual membership last?

The term of membership of an Individual Member shall be one year, subject to renewal according to the policies of the Club.

5.5 What rights do Individual Members have?

Members in good standing are entitled to receive the newsletter and take part in all programs sponsored by the Club. Members in good standing will have voting rights at the Annual General Meetings, or other Special Meetings, as may be called. Individual members under the age of 18 do not have voting rights.

5.6 What classes can Individual Members transfer to and how?

Members of the Individual class cannot transfer to other classes.

Family

5.7 Who qualifies to be a Family Member?

Family Members shall be individuals, their spouses/partners and family members. Grandchildren are considered family members.

5.8 How long will Family membership last?

The term of membership of a Family Member shall be one year, subject to renewal according to the policies of the Club.

5.9 What rights do Family Members have?

Members in good standing are entitled to receive the newsletter and take part in all programs sponsored by the Club. Members in good standing will have voting rights at the Annual General Meetings, or other Special Meetings, as may be called. Family members under the age of 18 do not have voting rights.

5.10 What classes can Members transfer to and how?

Members of the Family class cannot transfer to other classes.

Student

5.11 Who qualifies to be a Student Member?

Student Members shall be individuals who Must be a student enrolled in an institution of higher learning.

5.12 How long will Student membership last?

The term of membership of a Student Member shall be one year, subject to renewal according to the policies of the Club.

5.13 What rights do Student Members have?

Members in good standing are entitled to receive the newsletter and take part in all programs sponsored by the Club. Members in good standing will have voting rights at the Annual General Meetings, or other Special Meetings, as may be called. Student members under the age of 18 do not have voting rights.

5.14 What classes can Members transfer to and how?

Members of the Student class cannot transfer to other classes.

Honorary

5.15 Who qualifies to be an Honorary Member?

Honorary Members shall be individuals whose Honorary Memberships are determined by The Board.

5.16 How long will Honorary membership last?

The term of membership of an Honorary Member shall be lifetime.

5.17 What rights do Honorary Members have?

Members in good standing are entitled to receive the newsletter and take part in all programs sponsored by the Club. Members in good standing will have voting rights at the Annual General Meetings, or other Special Meetings, as may be called.

5.18 What classes can Members transfer to and how?

Members of the Honorary class cannot transfer to other classes.

Transferal of Membership

5.19 Can Members transfer their Membership to others?

Membership in the Club is not transferable. However, upon the death of an Honorary Member, their surviving spouse is then considered as the existing Honorary member.

Discipline of Members

5.20 Who can discipline Members or terminate their membership?

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any other reasons calling for discipline in the Discretion of Discipliner.

5.21 How much advanced notice must the discipliners give the Member?

The discipliners must provide 15 days written notice to a Member before passing the above-mentioned resolution.

5.22 What information should the notice include?

The notice will set out the reasons for the disciplinary action or termination of membership.

5.23 Does the Member have a right to respond?

The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

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Section 6 – Members’ Meetings

Monthly Members’ Meeting

6.1 When are Monthly General Meetings held?

Indoor Club meetings will be held monthly from September to June. There shall be no minimum attendance required as a quorum for regular indoor meetings.

Annual Members’ Meeting

6.2 When and where will the Annual General Meeting be held?

The AGM will take place within six months of the fiscal year end (December 31) each year and coincide with the regular Indoor Meeting of the Club at the venue of the regular Indoor Meeting of the Club. The place of the Annual Members’ Meeting must be within Ontario.

6.3 What will the agenda of the Annual General Meeting be?

The business at the annual meeting will include the following:

- a. Approve the agenda for the AGM
- b. Approve the minutes of the previous AGM and any special meetings held in the past year.
- c. Approve the financial statements for the previous year
- d. a report from the auditor or the person appointed to review the nonprofit’s finances
- e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
- f. elect directors
- g. any new or special business that was included in the notice of the meeting
- h. committee reports, and
- i. communications

6.4 Can anything be added to the agenda? If so, how?

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with The Act, so that such item of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.

6.5 Do Members have a right to access financial documents ahead of the meeting?

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the Bylaws or articles.

Special Members’ Meetings

6.6 Who can call a Special Members’ Meeting?

The Directors may call a Special Members’ Meeting.

- 6.7 Can the Members make the Directors call a Special Members' Meeting? If so, how?**
Special Meetings may be called by the President, based upon a written request, being submitted to the Secretary by twenty paid-up Club members. Special Meetings must be provided with sufficient background information on the business to be conducted to allow Club members to make a reasoned judgment. A quorum for a Special Meeting shall be twenty paid-up Club members.

Notice

- 6.8 Do we have to give advanced notice of Special Members' Meetings? If so, what criteria must it meet?**
Subject to The Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in The Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.
- 6.9 How much detail must the notice contain?**
Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

- 6.10 Can Members join Members' Meetings online or by phone?**
Meetings will be held in person unless public health concerns dictate otherwise. This includes Monthly Meetings, the AGM, and Special Members' Meetings.

Quorum

- 6.11 How many Members need to be at the Members' Meeting to conduct official business?**
A quorum for the transaction of business at a Members' Meeting is twenty Club members in good standing. This shall represent a quorum for both the AGM and special meetings. Members in good standing are entitled to vote at meetings.
- 6.12 What happens if you lose quorum part way through the meeting?**
A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

Chair of the Meeting

- 6.13 Who will chair Members' Meetings?**
The President shall be the chair of the Members' Meeting.
- 6.14 Who will chair Members' Meetings if the Chair is absent?**
In the President's absence, the President will designate an alternate

Voting

- 6.15 How many votes will be necessary to pass a resolution?**
Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by The Act or the Bylaws.

6.16 How many votes will each Member have?

Each voting Member will be entitled to one vote at any Members' Meeting.

6.17 Can Members vote by proxy?

No.

6.18 How will votes be taken?

Votes will be taken by a show of hands among all voting Members present unless otherwise required by The Act.

6.19 Will the chair of the meeting have a vote?

The chair of the meeting, if a voting Member, will have a vote.

6.20 What if there's a tie vote?

If there is a tie vote, the chair of the meeting will call for further discussion and a subsequent vote.

6.21 How will a vote by show of hands be recorded?

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.22 Will abstentions be counted as votes?

An abstention will not be considered a vote cast.

Adjournments

6.23 Does the Chair need to provide Members with advanced notice before a follow-up meeting?

The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Attendance

6.24 Who has a right to attend Members' Meetings?

Members' Meeting are open to the general public, including:

- the Members
- the Directors
- the auditors of the Club (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of The Act or the articles to be present at the meeting.

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Section 7 – Notices

7.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- To the last address on record for that director or member
- Prepaid mail
- Email
- Other electronic means
- As the directors determine

7.2 Where should notices be sent?

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Club and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

7.3 Can the right to notice be waived?

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

7.4 Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.

7.5 What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

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Section 8 – Finances & Signing Authority

8.1 When does our financial year end?

The financial year of the Club ends on December 31st in each year or on such other date as the Board may from time to time by resolution determine.

8.2 Who has authority to sign legal documents on behalf of the Nonprofit Club?

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Club may be signed by any two of its Officers or Directors.

8.3 How does one obtain a copy of The Club's financial statements?

Financial statements are available upon request.

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Section 9 – Adoption and Amendment of Bylaws

9.1 Who can change the Bylaws?

Amendments to the Bylaws may be proposed by any paid-up member of the Club. Such proposed amendments shall be sent to the Secretary, in writing, at least six weeks before an Annual General Meeting or Special Meeting, and shall be brought to the attention of Club members, along with the notice of such meeting, at least one month before the scheduled meeting takes place.

9.2 What percentage of Member support does it take to change these Bylaws?

Amendments shall become part of the Bylaws on approval of a two-thirds majority.

9.3 How often shall the Bylaws be reviewed?

The Bylaws and Policies of the Club shall be reviewed every five years.

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Section 10 – Definitions & Interpretation

10.1 What if part of the Bylaw is invalid?

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

10.2 What if parts of the Bylaw are inconsistent with the Articles or Act?

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or The Act, the provisions contained in the articles or The Act will prevail.

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