

## Articles and Bylaws of the Prince Edward County Field Naturalists (2022)

### **ARTICLES**

#### NAME

1.1 The **name** of this organization shall be PRINCE EDWARD COUNTY FIELD NATURALISTS, here-in-after referred to as "PECFN".

#### OBJECTIVES

2.1 The PECFN shall be a society of persons interested in the flora, fauna and physical geography of southeastern Ontario. Its activities shall

2.1.1 enhance the members' education and enjoyment of nature;

2.1.2. foster and encourage conservation of natural habitat;

2.1.3 undertake specific projects and initiatives related to public education, conservation and awareness of our natural environment.

#### HEAD OFFICE

3.1 361 Main St, Box 176, Wellington, ON K0K3L0

#### BY-LAWS

#### MEMBERSHIP AND DUES

4.1 Membership in PECFN shall be open to the public.

4.2 Each member shall be entitled to one vote. A family membership entitles each member over the age of consent to vote.

4.3 The membership shall have the option to sponsor a Junior Friends Group involving young people up to the age of consent.

4.4 The membership and financial year shall be from September 1 of one year to August 31 of following year and the October meeting shall be the Annual General Meeting (AGM), except in unforeseen circumstances. Any changes to annual dues will be proposed by the Executive to the membership at that time and the dues are payable in October; if not paid by January 1 are considered to be in arrears.

#### OFFICERS AND EXECUTIVE BOARD

The Board shall be elected at the Annual General Meeting.

5.1 The Board shall be elected by a majority of those members present.

5.2 Nominees shall be nominated from the floor.

5.3 Board members and two trustees shall be elected for the term of 1 year.

The Executive Board shall *appoint* all the officers: President, Vice-President, Treasurer, Membership Secretary, and up to six members-at-large.

5.4. Any Board member may be expelled from office for any cause which the remaining board members unanimously deem justifiable. The general membership must be informed of this vacancy at the next regular meeting, when a request for a replacement nomination will be made. The reason for the expulsion cannot be published.

#### EXECUTIVE BOARD DUTIES

5.5 The President shall preside at all *Executive* meetings and perform all duties as outlined in the Executive Manual.

5.6 The Vice-President shall, in the absence of the President, preside at meetings and perform all duties as outlined in the Executive Manual.

5.7 The Treasurer shall keep and maintain the financial records of the PECFN and perform all duties as outlined in the Executive Manual.

5.8 The Membership Secretary shall keep a list of the membership complete with addresses and telephone numbers and perform all duties as outlined in the Executive Manual.

5.9 The Members-at-large shall perform duties assigned by the Board.

5.10 The Executive Board will give signing authority to three members, any two of whom are required to sign a cheque. No remuneration shall be paid to members of the Executive Board.

However, upon the approval of the Executive quorum, members may be reimbursed reasonable expenses incurred in carrying out their duties as Executive members.

## MEETINGS AND ELECTIONS

6.1 Regular meetings shall be held on the last Tuesday of the month, except for December, July and August.

6.1.1 A quorum shall be 20% of paid membership. All voting members have the right to submit proposals for discussion at members' meetings, and proposals may be put into effect if passed.

6.1.2 A Special Meeting may be called to deal with urgent matters of business that cannot wait until the next regular meeting. It requires a letter to be delivered to the Membership Secretary signed by at least 5 members. The meeting shall deal only with matters for which the meeting was called. Notice of the time, place and purpose of the meeting must be distributed to members at least one week prior.

6.1.3 Notice of all meetings shall be through e-mail, telephone, the Newsletter and the community media.

6.1.4 Notice of the AGM and Executive elections shall be at least 10 days prior to the date and provide members with the opportunity to vote by proxy. A copy of the annual financial records shall be sent to the members at least 21 days before the AGM.

6.2 The Executive Board meetings shall be held as necessary.

6.2.1 Between each regular membership meeting, the Executive Board has the governance of the PECFN. It will receive reports as deemed appropriate from the members or other persons or committees. The Executive Board will decide and act upon such matters as it deems to be in the general interest of the PECFN.

6.2.2 A majority of the Executive Board shall constitute a quorum. Proxies are not allowed, with the exception that urgent decisions can be made by phone or e-mail poll when necessary due to bad weather, inability to meet, etc., and will be ratified at the next Executive meeting.

6.3 All meetings and elections can be held by electronic means when the Executive finds it necessary.

## FINANCES

7.1 Monies received from any source, such as memberships, projects, gifts and memorials, shall be used to further the purpose of this organization.

7.2 All net funds from activities of a commercial nature shall be used to advance and support Pecfn's Objectives, specifically:

7.2.1 foster and encourage conservation of natural habitat;

7.2.2. undertake specific projects and initiatives related to public education, conservation and awareness of our natural environment.

NOTE: THAT PECFN members agree not to appoint a professional auditor if it has an annual revenue of up to \$250,000 for the financial year.

7.3 All expenditures shall be approved by the Executive Board.

7.4 Unless the executive decides differently, the fiscal year shall be from Sept. 1 to Aug. 31 of the following year.

7.5. The books, accounts and records of the PECFN, shall be reviewed yearly by non-board members. A complete and proper financial statement for the previous year shall be submitted through the Treasurer at the October Meeting of the PECFN.

7.5.1 The books and records of the PECFN may be inspected by any member of the PECFN at any time by giving reasonable notice and arranging a time satisfactory to the Treasurer. Each member of the Executive Board shall at all times have access to such books and records.

7.6 The PECFN will hold appropriate general liability insurance to cover any expenses rising from legal actions taken against the PECFN.

7.6.1 Every Board member of the PECFN or other person who has or is about to undertake any liability on behalf of the PECFN will be covered under the terms of the insurance as described in the policy.

7.6.2 General liability insurance may not cover expenses caused by wilful neglect or default.

## AMENDMENTS

8.1 These Bylaws shall not be altered, amended, varied or added to except by a vote of the members.

8.1.1 Notice of the amendment(s) will be given to members, with the notice of the regular meeting, *including the opportunity to vote by proxy.*

8.2 A Special Resolution of the members *may* be submitted in writing to the Executive Board one month prior to a regular membership meeting at which the notice shall be discussed and given consideration.

8.2.1 Such notice shall detail the alteration, amendment, variation or addition and shall be signed by the member presenting such motion.

## DISSOLUTION

9.1 In the event of dissolution, after satisfaction of all liabilities including costs of dissolution, any assets of the PECFN shall be donated to a similar charitable organization in Ontario to be determined by the membership at the time of dissolution.

Ratified Apr 1997

Amended Jan 2002

Amended April 2004

Amended June 2007

Amended June 2008

Amended June 2010

Amended Jan 2015

Amended Sept 2017

Amended Jan 2021

*Amended Dec 2021*

**Amended Oct 2022**