

MACNAMARA FIELD NATURALISTS' CLUB (MFNC)  
CONSTITUTION AND BY-LAWS

This constitution is passed by the Board of Directors of the MFNC as evidenced by the signatures below:

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2019

This constitution is passed by the Meeting of the Membership of the MFNC as evidenced by the signatures below:

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2019

# **Constitution of the Macnamara Field Naturalists' Club**

## **NAME**

The name of the organization is the "Macnamara Field Naturalists' Club", referred to as the "MFNC". The MFNC was founded in 1984 as a non-profit organization.

## **PURPOSE**

The purpose of the MFNC is to promote public knowledge of, appreciation of, and respect for the natural world.

## **OBJECTIVES**

To share with the community the natural history of Arnprior and the surrounding area.

To encourage appreciation, understanding and protection of nature through education, field trips and MFNC projects.

To provide access to the wildlife and natural and historic features of the Macnamara Trail in Arnprior, Ontario in a manner that leaves them unimpaired for the enjoyment of future generations.

## **DEFINITIONS**

Director – A director is a member of the board of the MFNC which consists of the officers of the MFNC and the chairs of the standing committees of the MFNC.

Officer – The officers of the MFNC are a president, an immediate past president (if applicable), a vice-president, a secretary and a treasurer.

## **STATUS AND SPECIAL PROVISIONS**

- (a) The MFNC is a non-profit organization and a registered charity.
- (b) Should the MFNC be dissolved as an organization, after payment of all debts and liabilities, its remaining property will be distributed or disposed of to a conservation authority, conservancy organization, land trust, or charities registered under the *Income Tax Act*, in Canada.
- (c) The business of the MFNC is carried on without the purpose of monetary gain for its members. Any profits or other accretions to the MFNC will be used to fulfil its purpose and objectives.

## **BY-LAWS**

## **ORGANIZATION**

### **1. Membership**

- a) Membership in the MFNC is open to any person who is interested in natural history and who pays a membership fee, the amount to be determined by the board.
- b) Membership fees are non-refundable.
- c) All members will be entitled to receive or have access to bulletins and other publications, to participate in the MFNC field events, and to attend meetings at no additional fee, unless determined otherwise by the board. Members may volunteer to be on committees.
- d) Members are entitled to attend general MFNC meetings, the annual general meeting (AGM), and any special meetings that the board calls.
- e) Any person who, in the opinion of the board, has made an exceptional contribution to the work of the MFNC, financially or otherwise, may be made a life member, with future membership fees waived.
- f) Any member may withdraw from the MFNC by delivering a written resignation or by failing to renew membership within a reasonable time, as determined by the board.
- g) The board has the right to terminate the membership of an individual at any time for conduct or actions prejudicial to the objectives and the well-being of the MFNC. Termination of membership must be done via a motion passed by two-thirds (2/3) of the directors of the board. The board will provide its reason for termination in writing to members.

### **2. Annual General Meeting**

- a) There will be one annual general meeting (AGM) of the membership held within 90 days after year end, at a place, and at a day, and time determined by the board.
- b) Notice of any AGM, including time and place, will be given not less than thirty (30) days before the day on which such meeting is to be held.
- c) Reports that require consideration at the AGM will be made available to the membership at least (14) days before the meeting.
- d) The membership may decide to elect an auditor by open vote. The auditor if elected will examine the treasurer's accounts and certify as to their correctness, and record an opinion as to whether the statements present fairly the financial position of the MFNC at year end, and whether the results are presented in accordance with generally accepted accounting principles.
- e) All members in good standing who have reached the age of eighteen (18) will have voting privileges on any issue raised for discussion at the AGM.

- f) At the AGM, the members will elect directors of the MFNC from among the membership.
- g) Nominations for directors may be accepted from any member in good standing at least fourteen (14) days before the AGM. Nominations must be submitted in writing to the secretary, via email or paper copy, and must include written confirmation by the nominee.

### **3. Special Meetings**

- a) The president of the MFNC may call a special meeting of the MFNC.
- b) If the executive committee of the MFNC (Section 30), a majority of members of the board, or at least ten (10) members of the MFNC request a special meeting in writing to the secretary of the MFNC, the secretary will call a special meeting of the MFNC.
- c) The notice of the special meeting will state the purpose and the order of business, and will be subject to the conditions in Section 2b.

### **4. Quorum for AGM and Special Meetings**

- a) The presence of at least 10% of members eligible to vote are necessary to constitute a quorum. No business will be transacted at any meeting unless the requisite quorum is present.

### **5. Adjourned AGM and Special Meetings**

- a) If a quorum is not present half an hour after the appointed time for a meeting, the meeting will stand adjourned until a day to be determined by the board.
- b) The agenda for the adjourned meeting will remain closed (and available) for a rescheduled meeting.

### **6. Chair of the AGM or Special Meetings**

- a) The chair of an AGM or special meeting is the president or the vice-president, if the president is absent or refuses to act.
- b) If the president and vice-president are absent, or refuse to act, a chair is elected by the members present.
- c) The chair must appoint a secretary for all such meetings.

### **7. Order of Business for the AGM**

At each AGM, the order of business transacted will include:

- a) Appointment of an AGM secretary;
- b) Minutes of the previous AGM and approval of minutes;
- c) Reports of the directors of the board and directors/chairs of standing and special committees of the MFNC;
- d) Approval of the financial report of the treasurer, and approval of the budget and plans for the upcoming year;
- e) Election of directors by the members;
- f) Appointment of an auditor, if required;
- g) Other business as may be presented in keeping with the by-laws;
- h) Adjournment.

## **8. Procedures for AGM and Special Meetings**

- a) Voting at all AGM and special meetings will be by a show of hands by members who have been confirmed as members by the AGM secretary. A simple majority carries all resolutions. In the case of a split vote, the chair of the AGM is entitled to a second or deciding vote.
- b) Any member may call for a recorded vote on any motion presented. A declaration that a resolution has been carried will be entered to that effect in the minutes of the meeting.
- c) If the majority of members vote for a secret ballot through a show of hands, the voting will be conducted by ballot in such a manner as the chair will direct, and the result will be deemed to be the resolution of the MFNC.
- d) Full motions, seconders and voting will be required to approve budgets and other financial matters, and any other such business transactions as the chair of the meeting may designate, or as stated in the order of business.
- e) Minutes of each meeting will be recorded and distributed to the board of directors within fourteen (14) days of the date of the meeting. Minutes of these meetings will be made available to members upon request a maximum of sixty (60) days after the meeting.
- f) At the discretion of the chair, non-members may attend and address the AGM and special meetings, but cannot vote.
- g) Any questions of procedure at or for any meetings of the MFNC, or the board, or any committee, that have not been specified by these by-laws, will be determined in accordance with the requirements for the operation of non-profit and charitable organizations in Canada and Ontario.

## **BOARD OF DIRECTORS**

### **9. The Board**

- a) The affairs of the MFNC will be vested in a board of directors, consisting of at least seven (7) members in good standing, to a maximum of fifteen (15) board members.
- b) The board will consist of the following officers: president; vice-president; immediate past president, if applicable; secretary; and treasurer; and other directors duly elected at the AGM.
- c) A director's term of office will be two (2) years.
- d) From time to time, directors will be assigned by the board to execute duties as set out by the board.
- e) In the case of the absence or inability of an officer of the MFNC to fulfil the duties of the office, the directors may delegate all or any of the powers and duties of such officer to any other officer or to any director temporarily, provided that a majority of the board of directors concur.
- f) Notwithstanding vacancies, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office. (see Section 11a)
- g) Retiring directors will be eligible for re-election.
- h) Any director may be required to resign by a vote of at least two-thirds (2/3) of the members present at an AGM or special meeting. The members may, by a majority of votes cast at that meeting, elect a qualified person as a replacement for the remainder of the current term.
- i) Any member may submit a written concern or suggestion to the board. The board will keep the member informed of the progress of the submission.
- j) No person employed by or under contract for personal services by the MFNC will be eligible to be a director.
- k) Members of the board of directors and their families will not enter into any business arrangement with the MFNC in which they are interested, directly or indirectly, unless they have declared the interest, and have refrained from voting.
- l) Any director may withdraw from the board by delivering to the board a written resignation.
- m) A director must be of legal voting age.

## **10. Meetings of the Board**

- a) Meetings of the board will be held at least once every two months and at a time and day that the president or vice-president or any two directors determine. Meetings may be held via electronic media arranged by the secretary.
- b) In order to facilitate essential business of the board between meetings, motions may be presented by e-mail, by any member of the board to all other members of the board, and will be carried by simple majority as indicated in return e-mail responses to the secretary. Such e-mail motions must state a mover and seconder.
- c) An officer of the board, usually the president, will chair meetings of the board.

## **11. Quorum of the Board**

- a) Fifty per cent plus one (50%+1) of board members is a quorum for a meeting. Quorum will never be less than five (5) directors and will include at least two (2) officers of the board.
- b) If, within 30 minutes after the start of a meeting of the board, a quorum is not present, the meeting will stand adjourned until a day to be determined by the board.
- c) Notice of a cancelled board meeting will be given by the secretary to each of the directors at least forty-eight (48) hours before the scheduled time of the meeting.

## **12. Vacancy on the Board**

- a) If the number of directors falls below the minimum, the board may continue to act with vacancies until the election of directors by the members at the next AGM or at a special meeting. At the board's discretion, the board may appoint a non-voting acting director until such election of a new director or directors.
- b) If a director is absent for more than three (3) consecutive meetings of the board without just cause, the board of directors may declare the director's seat to be vacant, and the director will be so notified in writing by the secretary.
- c) If there is not a quorum of directors in office, the director or directors then in office will call a special meeting of members for the purpose of electing a new board.

## **DUTIES OF OFFICERS**

### **13. President**

The president of the board will:

- a) preside at all meetings and ensure that the board meets regularly. He/she will be the chief executive of the MFNC, and will exercise general supervision and direction of the affairs of the MFNC, in accordance with the constitution and by-laws.
- b) subject to approval of the board, be responsible for the naming of chairs of special committees not otherwise provided for in the by-laws.
- c) direct that all orders and resolutions of the board be carried into effect.
- d) report on the operations of the MFNC at each AGM.
- e) represent the MFNC at public, media and official functions.

### **14. Immediate Past President (if applicable)**

The immediate past president of the board will:

- a) play an advisory role and may undertake any duties assigned by the board.

- b) co-ordinate nominations for a slate of candidates to be presented at the AGM, and acting in the capacity of nominator will draw up a slate of candidates for the following year, in consultation with the existing board of directors. If the immediate past president is unable to serve the task of coordinating nominations for directors to be presented at the AGM, the secretary of the AGM is to fulfil this function.

### **15. Vice-President**

The vice-president of the board will:

- a) have all the powers and perform all the duties of the president in the absence or disability of the president, and will perform such other duties as will, from time to time, be divested upon the vice-president by the board.
- b) assist the president in the exercise of his/her duties.
- c) share with the president the co-ordination of the committees reporting to the board.
- d) be responsible for maintaining an up-to-date inventory of the MFNC property and records and their whereabouts.

### **16. Secretary**

The secretary of the board will:

- a) keep a record of all meetings of the board of directors, and the AGM and other special meetings of the membership, as deemed necessary by the board.
- b) notify the directors of their meetings, and distribute meeting agenda and minutes to each director.
- c) provide notice of every meeting to each director at least forty-eight (48) hours before the time the meeting is to be held.
- d) record and distribute minutes of each board meeting to each director within ten (10) days after the meeting.
- e) be responsible for obtaining meeting space for board meetings and for membership meetings.
- f) give, or cause to be given, all notices (non-promotional and publicity – see duties of the director/chair of communications committee) required to be given to the membership, directors and members of committees.
- g) direct all MFNC correspondence to the board for appropriate action.
- h) be the custodian of all minutes and documents of the MFNC required to be kept, and ensure that these documents are accessible.

- i) maintain the MFNC archives and other historical documents and files, and submit them to the Arnprior Archives on a regular basis, the timing and type to be determined by the board.

## **17. Treasurer**

The treasurer of the board will:

- a) keep and maintain the books of account in which will be recorded all receipts and disbursements of the MFNC, and will have charge and custody of, and be responsible for, all funds and securities of the MFNC, and deposit all such funds in the name of and to the credit of the MFNC in such banks, trust companies, or other depositories as selected by the board.
- b) prepare and certify at the end of each year the accuracy of a complete financial statement of the MFNC's assets and liabilities, and the year's income and expenditures.
- c) organize a review of the annual financial statement prior to the AGM meeting if required by the board.
- d) recommend to the board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year.
- e) render to the board at the board meetings, or whenever required, an account of all transactions and of the financial situation of the MFNC, and prepare all reports and returns required by any act or regulations.
- f) recommend to the board the types and amounts of insurance to be carried by the MFNC, and review these annually.
- g) inform and advise the board on financial matters of the MFNC, as required.

## **18. Indemnification of Directors:**

Every director of the MFNC, and his/her heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the MFNC, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the MFNC, from and against:

- a) all costs, charges and expenses whatever that such director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him/her, in or about the execution of the duties of his/her office, and
- b) all other costs, charges and expenses that he/she sustains, or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

## **19. Liabilities and Insurance**

The MFNC will provide and maintain an appropriate level of commercial/comprehensive general liability insurance per occurrence for bodily injury, death and damage to property including loss of use thereof. Such insurance will be in the name of the MFNC.

## **20. Remuneration of Directors and Committee Members**

- a) The directors and members of the committees of the MFNC will serve without remuneration and no directors or members will directly or indirectly receive any profit from their positions. Directors (and officers) may be reimbursed for reasonable expenses incurred by them in the performance of their duties.
- b) From time to time a director or officer of the MFNC or a member of the MFNC may be called upon to be a guest speaker or to lead a field trip or other events. In such cases, the board may approve reasonable remuneration consistent with the amount provided to non-members conducting such activities.
- c) The board may approve the display or sale of member-produced items at MFNC events consistent with the purpose and objectives of the MFNC.

## **COMMITTEES**

See MFNC Organizational Flow Chart in Appendix.

### **21. Executive Committee**

The executive Committee will be established and made operational by the board as needed.

- a) The executive committee will consist of the president, the vice-president, the immediate past president, if applicable, the secretary, and the treasurer.
- b) The president will be the chair of the executive committee.
- c) The quorum of the executive committee will consist of three (3) of any of the members.
- d) The executive committee members may, from time to time, invite directors/chairs of the standing committees to meet with the executive committee.

### **22. General Committees of the Board**

There are two types of general committees of the board:

- standing – permanent committees that deliver MFNC programs and activities, and

- special – established by the board to address specific time-limited programs and activities.
- a) At the first meeting of the board following the AGM, the board will approve the appointments of the directors of the following standing committees:
    - the program committee (Section 23),
    - the field events committee (Section 24),
    - the communications committee (Section 25),
    - the membership committee (section 26), and
    - the trail committee (Section 27).
  - b) The board will determine, along with the directors of the standing committees at the time of appointment, how many members will comprise each committee.
  - c) The board may establish special committees to deal with special issues or events that arise from time to time.
  - d) The board will prescribe the terms of reference for any special committee appointed.
  - e) The board may dissolve any special committee or remove any member of any committee at any time.

## **Duties of Directors of Standing Committees**

### **23. Program Committee**

The director/chair of the program committee will:

- a) be responsible for arranging appropriate guest speakers for monthly meetings of the MFNC, or for the appropriate selection of films and other presentations for such meetings.
- b) assist the director/chair of the communications committee to publicize upcoming events.
- c) be responsible from time to time for arranging for special activities of the MFNC.

### **24. Field Events Committee**

The director/chair of the field events committee will:

- a) plan all field outings for the year.
- b) assist the director/chair of the communications committee to publicize upcoming events.

- c) be responsible for organizing events geared to a variety of levels of expertise in natural history skills.

## **25. Communications Committee**

The director/chair of the communications committee will:

- a) oversee MFNC branding and communications to generate awareness of and support for the MFNC and its activities.
- b) work closely with other directors to keep MFNC members informed in a timely fashion about MFNC news, activities and developments.
- c) create content for communications channels and strategies for communication and promotional products including but not limited to monthly bulletins, newsletters, website updates, Macnamara Trail material and *The Lady's-Slipper* publication.
- d) oversee marketing and outreach activities, materials and tools to optimize awareness of the MFNC, its activities and objectives to the surrounding area.

## **26. Membership Committee**

The director/chair of the membership committee will:

- a) maintain a list of current MFNC members including names, addresses, phone numbers, e-mail addresses, date of expiry and type of membership.
- b) ensure the distribution of membership renewal notices.
- c) identify opportunities for recruiting new members whenever possible at MFNC activities, at the discretion of the board.
- d) recommend to the board the membership categories and fees of the MFNC.
- e) maintain an inventory of the areas of interest expressed by members.
- f) follow up with lapsed members and encourage them to renew their membership.

## **27. Trail Committee**

The director/chair of the trail committee will:

- a) oversee the maintenance of Macnamara Trail and coordinate related work projects.
- b) maintain the trailhead kiosk and coordinate communications and trail promotion activities with the assistance of the director/chair of the communications committee.

- c) report regularly on the status of the trail.

## **28. Procedures for Executive and General Committees**

- a) Keep minutes, as a record of proceedings and decisions for meetings of the standing and special committees of the MFNC.
- b) Report proceedings and decisions at board meetings.
- c) Make decisions based on the majority of votes cast. In the case of a split vote, the chair of the meeting will be entitled to a second or deciding vote.

## **DUTIES OF THE COMMITTEES OF THE BOARD**

### **29. General**

Each committee of the board will report to and be responsible directly to the board.

### **30. Executive Committee**

If the board establishes an executive committee, the executive committee will:

- a) exercise the full management powers of the board in all matters of administration and emergency, and report every action at the next meeting of the board.
- b) make recommendations to the board with respect to employee relations, including any matters of dispute with employees of the MFNC.
- c) report at the regular meetings of the board on all administrative and management matters as the board may direct.
- d) formulate policy in all matters relating to the operations of the MFNC.
- e) make recommendations to the board on all capital expenditures not foreseen in the approved annual budget of the MFNC.
- f) make recommendations to the board for any additions, deletions or amendments to these by-laws, as necessary.
- g) take responsibility for all deeds, transfers, assignments, contracts and obligations on behalf of the MFNC which are signed by the president, or the vice-president acting with the secretary or the treasurer.

These duties will be retained by the board should the board choose not to form an executive committee.

### **31. Standing and Special Committees**

Each standing and special committee within its own purview will:

- a) prepare and recommend an annual plan and an annual budget to the board for approval.
- b) recommend policy items to the board for approval.
- c) monitor and evaluate the implementation of approved programs.
- d) report on the progress and status of approved programs to each regular meeting of the board.

## **PROPERTY AND RECORDS**

The mailing address of the MFNC will be established by the board.

### **32. Property**

- a) The MFNC may acquire, own, dispose of, improve, encumber, and convey property, real and personal, for the purposes of the MFNC, in conformity with the laws of the Province of Ontario, where the property is situated.
- b) No property, real or otherwise, may be purchased or sold without the approval of the membership.
- c) Real property may be sold, conveyed, exchanged, mortgaged, or encumbered only by order of the membership through the board.

### **33. Records**

- a) The records of all directors of the MFNC and all the committees are the property of the MFNC.
- b) A member wishing to obtain official information from the MFNC may make a request in writing to the secretary.
- c) Board members will ensure that MFNC records are maintained in a secure fashion.
- d) In the event of the death or resignation of an incumbent officer or director or upon the election or appointment of a successor, the current records of said officer or director will be returned to the secretary of the board.
- e) All records will be kept in a secure repository designated by the board.

## **BANKING ARRANGEMENTS**

The banking business of the MFNC will be transacted with such chartered bank of Canada, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution.

- a) All such banking business, or part thereof, will be transacted on behalf of the MFNC by the treasurer, and/or other persons as the board may designate, direct or authorize from time to time by resolution.
- b) All funds of the MFNC will be deposited from time to time to the credit of the MFNC in such depositories as the board may select.
- c) The MFNC will exercise prudent management of investments and cash reserves to meet operating expenses.

## **SIGNING OFFICERS**

- a) Any two (2) of the president, vice-president, treasurer or secretary, and any one (1) other member of the board, as designated by the board, are hereby authorized for and in the name of the MFNC to sign all cheques, drafts, or money orders and all notes and acceptances and bills of exchange, and to arrange for any electronic financial transactions. There will therefore be three (3) designated signing authorities.

## **FINANCIALS**

- a) Until otherwise ordered by the board, the financial year of the MFNC will run from January 1 to December 31 of the same year.
- b) Any financial expenditures different from routine MFNC operation expenditures and over and above \$500.00 require approval by the board as well as two signatures. Any financial expenditures over and above \$1000.00 will require the approval of members.
- c) The board may appoint an accredited professional to conduct financial reviews. The remuneration of this individual will be approved by the board.
- d) The board may, as required, appoint an accredited auditor to conduct all financial audits of the MFNC. The auditor will not be a member of the board or employee of the MFNC or a partner, family member or employee of such persons.
- e) The borrowing power of the MFNC pursuant to any by-law passed and confirmed will be limited to money for current operating expenses. The board must seek approval of the membership to borrow money that is not intended for operating expenses.
- f) The board may invest funds of the MFNC in such a manner as determined by the directors. In making such investments the directors will not be subject to the Trustee Act, as long as the investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly a conflict of interest.

## **AMENDMENT OF BY-LAWS**

### **34. Notice of Motion**

- a) Notice of motion to add, repeal, or to amend a by-law must be given in writing to the secretary at least thirty (30) days before the meeting of the membership where it will be presented.
- b) Notice of motion to reconstitute the MFNC constitution will be given in writing to the secretary at least thirty (30) days before the meeting of the membership where it will be presented

### **35. Approval**

- a) A by-law of the MFNC may only be repealed, amended or added, by the approval of the majority of the directors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a membership meeting called for the purpose of considering the by-law.
- b) The constitution of the MFNC may only be replaced by the approval of the majority of the directors at a meeting of the board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a membership meeting duly called for the purpose of considering the replacement constitution.

APPENDIX

MNFC Organization Chart

