

NORTH OKANAGAN NATURALISTS' CLUB BYLAWS

PART 1

1. PREAMBLE

The North Okanagan Naturalists' Society may hereinafter also be referred to as the North Okanagan Naturalists' Club.

2. DEFINITIONS

Where the context indicates 'masculine', it shall be deemed to include 'feminine' and where the context indicates 'singular', it shall include 'plural'.

3. NAME

The name of the organization shall be: The North Okanagan Naturalists' Society.

4. AFFILIATIONS

The North Okanagan Naturalists' Club may retain membership in and pay dues to the Federation of British Columbia Naturalists (*BC Nature*) and the Canadian Nature Federation (*Nature Canada*) and other organizations as may be approved by the Executive Committee.

5. PARLIAMENTARY AUTHORITY

The rules contained in 'Roberts Rules of Order Newly Revised' shall govern the North Okanagan Naturalists' Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

6. AMENDMENTS TO THE BYLAWS

These bylaws may be amended by a three quarters (3/4) vote of the members present at any Annual General or Special meeting following notice of motion at the preceding special meeting of the North Okanagan Naturalists' Club called for that purpose.

PART 2: MEMBERSHIP

7. MEMBERSHIP AND DUES

a) A person may apply to the Secretary for membership in the Club and on payment of dues shall be a member. Membership shall be open to all persons wishing to take part in the activities of the North Okanagan Naturalists' Club. The annual dues shall be established by the Executive Committee. A member shall be in good standing when the annual dues for the coming year are paid to the Secretary before December 31.

b) There may be regular and life members.

1) Regular members are expected to pay membership dues, attend meetings, hold office, vote, and perform such other duties as may be assigned to and accepted by them.

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2) Life members are those who by reason of outstanding service have been given Life Membership in the North Okanagan Naturalists' Club. Life Members, who are normally actively involved in the work of the North Okanagan Naturalists' Club, are entitled to vote or hold office but do not need to pay the annual dues.

8. CESSATION OF MEMBERSHIP happens:

- a) by delivering or mailing one's resignation in writing to the Secretary of the Club
- b) on the member's death
- c) on non-payment of the membership dues.

9. EXPULSION FROM MEMBERSHIP

A member may be expelled by a special resolution of the members passed at an Annual General Meeting (AGM). The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard by the Executive Committee before the special resolution is put to a vote.

PART 3: OFFICERS AND DIRECTORS

10. THE EXECUTIVE COMMITTEE of the North Okanagan Naturalists' Club functions as the Board of the Club and consists of four (4) elected officers: the President, Vice-President, Secretary, Treasurer, and six (6) Directors. The Past-President shall remain a member of the Executive Committee with voice and vote for one year after his term ends.

11. ELECTION OF OFFICERS shall be at the AGM and they will hold office for two years. Every officer shall be eligible for re-election. The President is limited to two consecutive terms. Upon retirement from office, records pertaining to that office shall be turned over to the incoming officer within two weeks.

12. ELECTION OF DIRECTORS shall be at the Annual General Meeting of the Club. They will serve for a two year term and are eligible for reelection. Three of the Directors shall end their term in one year, the other three in the next. If a director resigns one year or less into his term, a replacement shall be elected at the next AGM to serve out the term.

13. REMOVAL OF AN OFFICER OR DIRECTOR by the members is possible by special resolution voted at a special meeting called for that purpose before the expiration of his term. If successful the members may elect a successor to complete the term of office.

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PART 4: DUTIES OF OFFICERS AND DIRECTORS

14. THE EXECUTIVE COMMITTEE

- a) Shall have the power to deal with such North Okanagan Naturalists' Club business as may require attention between regular or special meetings, including payment of all legitimate bills as they fall due, the investment of funds held by the Club, and incurring of such expense as may be necessary to carry on the business of the North Okanagan Naturalists' Club as authorized at a general or special business meeting.
- b) Shall appoint standing committees and committee conveners immediately following the AGM and appoint special committees as may be found necessary for the efficient operation of the North Okanagan Naturalists' Club.
- c) May appoint an independent financial reviewer (who need not be a professional accountant and may be a member of the Club but is not an officer or director) who will present a report to the AGM concerning the finances of the previous financial year.
- d) May appoint a person to complete a partial term in case of the resignation or death of an officer or director.
- e) May appoint one of the directors as recording secretary of the Executive Committee meetings and, if need be, to assist the Secretary in other ways.
- f) Shall organize the regular meetings and, if required, call for a special business meeting.
- g) The quorum of the Executive Committee shall be five (5) of its members.

15. THE PRESIDENT

- a) Shall be limited to two consecutive terms of two years each.
- b) Shall preside at all meetings including the Executive Committee meetings. shall see that all Bylaws, Policies and Procedures are enforced or observed, shall supervise the activities of the Club and shall make a report thereon at the next AGM.

16. THE IMMEDIATE PAST-PRESIDENT

Shall advise the President as necessary and he or another executive member not standing for reelection shall act as the Nomination Chairman.

17. THE VICE-PRESIDENT

Shall, in the absence or disability of the President, perform all the duties of the President. Shall assist

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the President in carrying out his duties. Shall be prepared to let his name stand for President.

18. THE SECRETARY

- a) Shall ensure that accurate minutes of all General, Special, and Executive meetings are kept.
- b) Shall see to it that special activities of the North Okanagan Naturalists' Club are recorded in written reports (normally in the Newsletter) which shall be kept on file.
- c) Shall be responsible for all membership matters including dues and a yearly updated membership list.
- d) Shall conduct all the correspondence of the North Okanagan Naturalists' Club as directed by the Executive Committee.
- e) Shall be the custodian of the Club's common seal and records except those required to be kept by the Treasurer.

19. THE TREASURER

- a) Shall have charge of all moneys of the North Okanagan Naturalists' Club, same to be deposited in a financial institution covered by Canada Deposit Insurance Corporation (CDIC), and pay all bills by cheque.
- b) Shall keep proper accounting records in respect of all financial or other transactions.
- c) Shall make all financial records available for an independent review.
- d) Shall present a financial report at the Executive Committee meetings.
- e) Shall present an annual financial statement and budget to the AGM.

20. THE DIRECTORS

Shall take on special tasks (e.g. editing the Newsletter, be recording secretary of the Executive Committee, coordinate a standing or special committee of the Club, represent the Club at Federation meetings, etc.) as needed.

PART 5: MEETINGS OF THE CLUB

21. MEETINGS

- a) Regular monthly meetings will be held on a day fixed by the North Okanagan Naturalists' Club.

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These meetings are for education, information, organization of Club activities, and socializing. A recess during the months of June, July and August may be taken.

b) A Special business meeting may be called by the Executive Committee or, upon written request of ten percent (10%) of the North Okanagan Naturalists' Club members, by the President, provided notice is given and the purpose stated in such notice. Notice of the Special meeting will be sent to each member by mail or email, not less than fourteen (14) days before the date of such a meeting.

c) The Annual General Meeting shall be held in the month of November each year. A quorum shall be 25% of the members. The AGM will be held in accordance with the Society Act.

22. ELECTIONS

a) At the AGM there will be an election and installation of Officers and Directors.

b) During the two months prior to the AGM, the Chair of the Nomination Committee shall ask for nominations of Officers and Directors. He shall present the nominations to the AGM.

c) At the AGM each member in good standing present shall have one vote. Voting shall normally be by show of hands. Any member entitled to vote may demand a poll on any question in which case the vote shall be by ballot. Voting by proxy is not permitted.

PART 6: FINANCES

23. FINANCES

a) All disbursements shall be by cheque signed by any two (2) of the following: The President, Treasurer, or another authorized signing officer from the Executive Committee. The Executive's authorization to expend moneys beyond what was approved in the budget shall not exceed an amount to be determined by a motion to be passed at an AGM.

b) The Executive committee shall have the power:

1) To acquire and hold any property it may from time to time think requisite or desirable for the Club.

2) To sell, improve, repair, manage, develop, exchange, or otherwise dispose of any property of the Club.

3) To employ staff, servants, or contractors to carry out for payment required services in fulfilling the purposes of the Club.

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4) To invest from time to time in accordance with the provisions of the Society Act all moneys and funds of the Club not immediately required to be expended for the purposes thereof, provided that such investments are made in the name of the Club, and the interest or other income resulting from such investments become part of the Club's funds.

24. INDEPENDENT FINANCIAL REVIEW

The accounts of the Club may be reviewed annually by a person to be appointed by the Executive Committee. This person need not be a professional accountant and may be a member of the Club but not a member of the Executive Committee.

25. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Subject to the Society Act, the directors and officers, their heirs, executors, administrators, successors and assigns shall be indemnified by the Club and saved harmless from it against all costs, charges and expenses sustained or incurred by them in any action, suit or proceeding taken against them in respect of anything done by them in their capacity as a director or officer provided they have acted honestly and in good faith.

26. FISCAL YEAR

Shall be from 01 October to 30 of September of the succeeding year.

27. PROVISIONS

- a) The operations of the society are to be chiefly carried on in Vernon, British Columbia.
- b) The society is to be operated without purpose of gain for its members and any profit or accretions to the society are to be used in promoting its purpose. This provision was previously unalterable.
- c) In the event that the society be wound up or otherwise cease to exist, all of its assets shall be vested in a registered charity (as that term is understood pursuant to the Income Tax Act of Canada, and if such terms ceases to have meaning, then to such organization as shall have an equivalent meaning at the time), and the registered charity shall be that one designated in the constitution from time to time. This provision was previously unalterable.
- d) The registered charity designated for the time being is "Nature Trust of British Columbia". This provision is alterable.
- e) No part of the income of the society shall be payable or otherwise available for personal benefit of any proprietor, member, director or officer. This provision was previously unalterable.