

## **By-Laws**

**of**

### **The Natural History Society of Newfoundland and Labrador**

as amended during a Special Resolution of the Society held on 17 March 2005

#### **MEMBERSHIP**

1. Constitution

The Society shall consist of members as hereinafter defined. Any person interested in the purposes of the Society shall be eligible for membership.

2. Board of Directors

The Board of Directors of the Society shall consist of the President, a Vice-President, the Immediate Past President, the Treasurer and the Secretary, (who will be known collectively as the Officers of the Society), no fewer than five General Members, and a Branch Representative from each Branch of the Society. These shall be elected in a manner hereinafter stated. The Board of Directors may appoint other General Members and till any vacancies which may occur during the year at their discretion.

3. Election of Board of Directors

a. The Officers shall serve for one year, from one Annual General Meeting to the next. The General Members and Branch Representatives shall serve for two years. General Members and Branch Representatives shall be eligible for election as Officers. There shall therefore be elected at each Annual General Meeting, a President, a Vice-President, a Secretary, and sufficient General Members and Branch Representatives to bring the Board of Directors up to a total of no fewer than ten members. Appointed memberships expire at the end of each year.

b. The Board of Directors shall appoint a Nominating Committee to prepare a list of nominees for the offices of the Board of Directors. A list of nominations and the procedure for voting shall be sent to each Member not less than three weeks prior to of the Annual General Meeting. Additional nominations made at the Annual General Meeting shall be added to the list prepared by the Nominating Committee.

c. The name or names, depending on the number of officers required for a particular office as therein so stated, receiving the highest number of votes for that office together with other Officers herein otherwise provided for shall form the Board of Directors for the ensuing year.

d. The Board of Directors shall have power to till any vacancies that may occur during the course of the year amongst the Officers, or the Board of Directors.

4. President

The President shall preside at the meetings of the Board of Directors and of the Society, shall conduct all business of the Society in accordance with its constitution, and shall be ex officio, a member of all Committees of the Board of Directors and of the Society.

5. Vice-Presidents

In the absence of the President the Vice-President shall preside at the meetings of the Board of Directors and the Society and shall represent the President at any functions to which he or she is appointed by the Board of Directors.

6. Treasurer

The Treasurer shall collect all moneys due to the Society, keep up to date the Society's financial books, manage the accounts, make all payments on behalf of the Society, prepare an interim statement for the Board of Directors on request, submit a duly audited statement of the financial condition of the Society for its annual report, make only those payments authorized by the Society's by-laws or by decisions of the Board of Directors, and generally act under the instructions of the Board of Directors.

7. Secretary

It shall be the duty of the Secretary to keep the minutes of the Board of Directors and of the Society, to keep the Register of Members, to arrange the business of the Meetings, to conduct the correspondence, to be custodian of the Society's Records, seal, and of any legal documents except those pertaining to the office of the current Treasurer, to maintain an up to date record of the Society's properties including natural history collections, audio visual equipment, literature, sundry publications, and all other items so considered by the Society, and generally to act under the instructions of the Board of Directors.

8. Editor

It shall be the duty of the Editor, when appropriate, to edit the publications of the Society under the general supervision of the Board of Directors.

9. Conduct of Meetings

a. In the absence of the President, and the Vice-President, the Treasurer shall preside at meetings of the Society and Board of Directors; should none of these officers be present, a Chairperson shall be elected by the meeting.

b. The Chairperson of any meeting shall direct the proceedings of the meeting as determined by the consensus of the majority of the members present.

c. In the conduct of meetings the procedural guide to be followed will be the most recent edition of Henry M. Robert, Robert's Rules of Order, Revised.

10 Members

a. All persons interested in the objectives of the Society shall be eligible for membership.

b. Membership categories shall be as follows:

I. Ordinary Membership shall be for any adult individual who whether resident or nonresident is presently living in this province. Such an individual shall be known as an Ordinary Member.

II Family Membership shall be for any individual family who whether resident or nonresident is presently living in the Province. Each individual sharing a Family Membership shall be known as a Family Member.

III. Junior Membership shall be for any individual 16 years of age or under who does not share a Family Membership and who whether resident or non-resident is presently living in the Province. Such and individual shall be known as a Junior Member.

IV. Corresponding Membership shall be for any individual who resides 80 kilometers from the Society's meeting place or the nearest Branch of the Society. Each such individual shall be known as a Corresponding Member.

I. Corporate Membership shall be for any other societies, associations or other such legally constituted bodies as may wish to associate with the Society in its works. Each such body shall be known as a Corporate Member.

V. Honorary Membership shall be for any individual or organization who in the view of the Board of Directors has made a major contribution to the Society's achievement of its objectives, during the term of office of the Board of Directors. A recommendation to this effect is subject to the approval of the membership at the Annual General Meeting. Each such individual or organization shall be known as an Honorary Member.

I. Honorary Life Membership shall be for any individual or organization who in the view of the Board of Directors has made over the years an excellent contribution to the Society's achievement of its objectives. A recommendation to this effect is subject to the approval of the membership at the Annual General Meeting. Each such individual or organization shall be known as an Honorary Life Member.

(c) Ordinary Members, Junior Members, Corresponding Members, individual Honorary Members and individual Honorary Life Members shall each receive a copy of the Osprey, free of charge, and a copy of other publications of the Society except as stated otherwise by the Board of Directors. Only one copy of each issue of the Osprey will be sent to each Family Membership, Corporate Membership, Organization Honorary Membership and Organization Honorary Life Membership. Similarly, for any other publication of the Society except as stated otherwise by the Board of Directors.

(d) Any member of the Society 16 years of age or under shall not vote or stand for nomination to the Board of Directors of the Society but shall be eligible to vote and stand for nomination to the Junior Executive as thereafter stated. This applies to those members 16 years of age or under sharing a Family Membership, to Junior Members, and to Corresponding Members 16 years of age or under residing in the Province. On the attainment of 17 years of age each of these shall be

accepted as a member in the appropriate category for the balance of the year without any payment of dues.

(e) Voting members for the election of the Board of Directors shall be as follows:

I. Ordinary Members,

II. Adult Family Members,

III. Adult Corresponding Members residing in the Province,

I. The representative of each Corporate Member,

Individual Honorary Members,

Individual Honorary Life Members.

Each Voting Member shall be entitled to seek nomination to the Board of Directors and shall exercise one vote for each of the candidates standing for office.

(f) Where there may appear cause not in keeping with the objectives and Constitution of the Society other than non-payment of moneys due to the Society, for the expulsion of any member of the Society, the Board of Directors shall have power to suspend such Members, pending the consideration of the Member's conduct by a Special General Meeting to be called for that purpose. If three-fourths of these present and voting at such Meeting shall agree by ballot that the Member shall be expelled, the President or other Member in the Chair, shall declare the same accordingly.

11. Subscriptions

The schedule of membership subscriptions shall be set by the Board of Directors from time to time. Membership fees shall fall due on the annual anniversary of the particular membership. Any Member in arrears more than 90 days shall be deemed to have resigned from the Society and shall be removed from the Register of Members. Only one notice will be sent within one month after the anniversary date. Such notice includes mail sent by electronic or other conventional means. The appropriate membership shall be enclosed with each application for membership.

12. Junior Executive

a. The Junior Executive shall consist of a Chairperson, a Secretary and two executive members, who shall be nominated and elected by any member of the Society 16 years of age or under as defined in Section 10, Sub-section (d).

b. The Junior Executive shall be responsible under the guidance of an appropriate Junior Liaison Officer to encourage the participation of young people in the Society's activities, to hear the ideas of the younger members, to purpose and undertake relevant projects and to act as a channeling medium to the Board of Directors on matters affecting the younger members of the Society.

(c) Election of the Junior Executive shall take place during the Annual General Meeting at a place to be decided upon by the Board of Directors except as otherwise deemed necessary by the Board of Directors. Officers shall serve for one year.

### 13. Board of Directors Meeting

A meeting of the Board of Directors shall be held as frequently as the business of the Society may require, and at such dates as the Board of Directors shall from time to time appoint. But any five members of the Board of Directors may, by letter to the Secretary, require a special meeting to be called, and if the Secretary neglects to call such meeting any of the Members may call it. At any meeting of the Board of Directors 50% of the members shall form a quorum.

### 14. Ordinary Meeting

The Ordinary Meetings of the Society shall be held monthly, from September to June both inclusive at a place and time as the Board of Directors shall from time to time decide. The meetings shall be open to the public, unless otherwise ordered by the Board of Directors.

### 15. Annual General Meeting

a. The Annual General Meeting of the Society shall be held in March each year, for the purpose of receiving and adopting the Balance Sheet and report of the Board of Directors for the year ending December 31, previous to the announcement of the results of the election of the Board of Directors and any other business in connection with the Society that may require the decision of the General Meeting. Notice of such Annual General Meeting shall be published in such form as the Board of Directors may direct, including mail sent by electronic or other conventional means, not less than seven days before the date fixed for holding such meeting. Ten members shall form a quorum at any General Meeting.

b. Notice of any proposed alteration of the Rules and Regulations to be moved at the Annual General Meeting must be received by the Secretary, either by mail or other conventional means, not later than the day previous to the said meeting and be read thereat, unless such alteration be proposed by the Board of Directors. The rule shall not apply to a Special General Meeting.

### 16. Special General Meetings

The Board of Directors may convene a Special General Meeting for any purpose whenever they deem it necessary. The Board of Directors shall convene a Special General Meeting when a requisition to that effect signed by no less than twenty members of the Society, stating the purpose for which it is required. Such Special General Meeting shall be called within one calendar month after the requisition has been sent in. Notice of every Special General Meeting setting out the purpose for which it is conveyed, shall be given in such form as the Board of Directors may direct not less than fourteen days before the date fixed for holding such meeting. Questions other than those for which the Meeting is specifically called shall not be entertained thereat.

### 17. Management of the Society

The affairs of the Society shall be managed by the Board of Directors, who may at any time appoint sub-committees from among their own number, or from among the Members, for special purposes. The Board of Directors may appoint or remove such salaried officials as they deem necessary.

### 18. Auditing of Accounts

The accounts of the Society shall be audited annually by one or more auditors to be appointed at the Nominating Meeting as therein defined. No officer shall be eligible to serve as auditor.

19. Local Branches

a. Branches of the Society may be formed by the sanction in writing of the Board of Directors, subject to such conditions as the Board of Directors may deem fit.

b. Branches may be formed on the application of five members.

(c) The object of forming Branches being to extend the sphere of the Society's work and to hold local meetings for the promotion of natural history, each Branch shall be confined to a specified geographical area, the limits of which shall be defined in the written application for the permission to form such Branch, and in the Warrant of the Board of Directors for its formation, and only members residing within those limits shall be eligible to be members of such Branch, except by specific permission of the Board of Directors.

d. Each Branch shall elect its own Officers, that is, a President, a Secretary, a Treasurer, and not less than three members of Committee, and these shall together form the Committee for management of that Branch.

a. The Committee of each Branch may make regulations for the conduct of the business of that Branch, provided that they are not inconsistent with the rules of the Society.

b. Any individual or individuals eligible for membership in the parent Society shall be eligible for membership in any Branch in the same, and only the same categories.

e. Members of a Branch shall be for all purposes Members of the Society and shall be entitled to receive the publications of the Society, and to all other privileges of membership.

f. The annual subscription to be paid by Members of Branches shall be the same as those paid by other Members of the Society and shall be paid in full to the Treasurer of the Society, and the Treasurer shall from time to time refund such proportion of the subscription as the Board of Directors may decide.

c. The Society shall not be liable for any expenses or debts incurred by a Branch.

(j) Papers read at the meeting of Branches may be sent to the Secretary of the Society and may, if approved by the Board of Directors, be printed in any publication which the Board of Directors may select.

(1) The retiring President of each Branch shall report annually to the Board of Directors on the activities of the Branch.

FORM OF APPLICATION FOR  
PERMISSION TO FORM A BRANCH:

We, the undersigned, being already Members of the Natural History Society of Newfoundland and Labrador, desire to form a Branch of the Society for the District of    to be called  
the    Branch of the Natural History Society of Newfoundland and Labrador, and we thereby request the written permission of the Board of Directors to form such a Branch and we undertake that the Rules of the Society shall be observed.

APPROVED by the Board of Directors this    Day of    20 .

President

Secretary

20. Alteration of Rules

These rules shall not be altered, rescinded or added to, save at the Annual General Meeting, or at a Special General Meeting called for the purpose, as provided for in Rule 16. Notice of such amendment shall be sent to every member in a circular called for such meeting.