

# **Nature Newfoundland and Labrador Proposed By-law Revisions for the 2020 AGM**

*Updates proposed for member approval at March 2020 AGM:*

- Removed Junior Members
- Removed all references to The Osprey
- Set quorum to 5 people (it used to be 50% of 10, so 5, but we think it is more clear as a # not a percentage)
- Removed Director of Fundraising (it didn't work as we could not successfully recruit for it, and there is no need for it in the by laws as it can always be assigned informally at the board level)
- Removed all references to corresponding members, branches, etc
- Clarified "members" vs "directors" (was confusing)
- Changed "Society" to "Nature NL"
- Changed anything that referred to paper mail
- Clarified language throughout
- Removed the section about Nature NL members proposing by law changes

## **1. Membership**

### **Membership categories**

I. Individual Membership shall be for any adult. This can be purchased on a yearly basis or as a Lifetime Individual Membership.

II. Family Membership shall be for any family living in the same household. This can be purchased on a yearly basis or as a Lifetime Family Membership.

III. Corporate Membership shall be for any other societies, corporations, associations or other such legally constituted bodies as may wish to contribute to Nature NL. Each such body shall be known as a Corporate Member.

IV. 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 Nature NL. Each such individual or organization shall be known as an Honorary Life Member.

## **Membership rates**

Individual Annual \$25  
Lifetime Individual \$375

Family Annual \$50  
Lifetime Family \$500  
Corporate Membership \$100

## **Membership benefits**

- Supporting Nature NL's work
- Members-only events
- Members-only communications
- Contests
- The right to vote at the AGM
- The right to run in the election for our Board of Directors
- Any other benefits as may be decided by the Board
- Subject to change

## **2. Board of Directors**

The Board of Directors shall consist of the President, a Vice-President, the Past President, the Treasurer and the Secretary (who will be known collectively as the Executive), no fewer than five Directors (to a maximum of 15).

### **Election of Board of Directors**

- a. The Executive Officers serve for one year, from one Annual General Meeting (AGM) to the next. The General Directors serve for two years.

- b. At each AGM, the Executive (excluding the Past President), and sufficient General Directors will be elected.
- c. The Board of Directors will appoint a Nominating Committee to prepare a list of nominees for the Board of Directors. A list of nominations and the procedure for voting shall be sent to each Member not less than two weeks prior to the AGM. Additional nominations made at the AGM shall be added to the list prepared by the Nominating Committee.
- d. The person receiving the highest number of votes for that office together with other Officers shall form the Board of Directors for the ensuing year.
- d. The Board of Directors shall have the power to appoint other Directors to fill any vacancies that exist or may occur during the course of the year amongst the Executive Officers, or the Board of Directors, at their discretion.

### **President**

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

### **Vice-President**

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

### **Treasurer**

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

### **Secretary**

The Secretary will keep the minutes (or arrange for minutes to be kept) of the Board of Directors meetings and AGM), keep the Register of Members, arrange the business of the Meetings, keep Nature NL's Records, seal, and any legal documents except those pertaining to the office of the current Treasurer, maintain an up to date record of Nature NL's properties including natural

history collections, equipment, publications, and all other items so considered by Nature NL, and generally act under the instructions of the Board of Directors.

### **3. Board of Directors Meetings**

- a. In the absence of both the President and the Vice-President, the Treasurer shall preside at meetings of the Nature NL Board of Directors. Should none of the Executive be present, a Chairperson shall be elected at the meeting.
- b. A meeting of the Board of Directors shall be held as frequently as the business may require, and at such dates as the Board of Directors shall appoint.
- c. Quorum is five members of the Board of Directors.
- d. The Chairperson of any meeting shall direct the proceedings of the meeting as determined by the consensus of the majority of the members present.
- e. When necessary, the procedural guide to be followed in meetings will be the most recent edition of Henry M. Robert, Robert's Rules of Order, Revised.

### **4. Annual General Meeting**

- a. The Annual General Meeting of Nature NL shall be held in March each year, for the purpose of receiving and adopting the Financial Statement/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 that may require the decision of the General Meeting.
- b. Notice of such Annual General Meeting shall be published not less than seven days before the date. Ten members shall form a quorum at the Annual General Meeting.

### **5. Management**

Nature NL 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 staff as they deem necessary.

## **6. Auditing of Accounts**

The accounts of Nature NL shall be audited annually by one or more auditors, provided volunteers (or funds, for a professional audit) are available. Audits will be ideally conducted by a member or friend/collaborator of Nature NL. If someone from those categories willing to conduct an audit cannot be identified, two members of the Nature NL Board of Directors may serve as auditors.