



CONSTITUTION & BY-LAWS FEDERATION OF BRITISH COLUMBIA NATURALISTS

(Certificate of Incorporation No. 8339 under the Societies Act issued in British Columbia on June 3, 1969; amended April 2, 1981; amended FGM September 30, 1995; amended AGM May 10, 1997; amended AGM May 14, 1999; amended AGM May 26, 2001.)

CONSTITUTION

1. The name of the Society is the **Federation of British Columbia Naturalists**.
2. **The purposes of the Society are:**
 - a. To provide naturalists and natural history clubs of British Columbia with a unified voice on conservation and environmental issues,
 - b. To foster an awareness, appreciation, and understanding of our natural environment, that it may be wisely used and maintained for future generations,
 - c. To encourage the formation and cooperation of natural history clubs throughout British Columbia,
 - d. To provide a means of communication between naturalists in British Columbia.

BY-LAWS

1. The word "Society" appearing in the Constitution and By-laws shall mean the **Federation Of British Columbia Naturalists**.
2. **MEMBERSHIP**
 - a. **Federated Clubs**
Natural History clubs in the Province of British Columbia that are full members of the Society shall be called Federated Clubs of the Society.
 - b. **Federated Members**
Members of a Federated Club shall be called Federated Members of the Society.
 - c. **Direct Members**
Persons with an interest in natural history, whether or not members of a Federated Club, may be admitted as Direct Members of the Society. Life Members are Direct Members who have prepaid dues for life.
 - d. **Affiliate Organizations**
Non-profit organizations wishing to support the work of the Society may be admitted as Affiliate Organizations of the Society.
 - e. **Associate Organizations**
Other organizations wishing to support the work of the Society may be admitted as Associate Organizations of the Society.

f. Rights and Obligations of Members

- i. Any Federated or Direct Member of the Society shall be entitled to receive a copy of the Constitution and By-laws upon written request to the Secretary of the Society.
- ii. Any Federated or Direct Member of the Society shall have the same rights as any other Federated or Direct Member.
- iii. All members of the Society shall abide by the Constitution and the By-laws of the Society.
- iv. No member of the Society shall use the name of the Society in a public policy statement without the majority consent of the Board of Director of the Society.

g. Termination of Membership

- i. Any Federated Club which desires to withdraw from membership in the Society shall cease to be a Federated Club upon receipt of written notice to this effect from the Federated Club by the Board of Directors of the Society.
- ii. Any Federated Club, together with all of its Federated Members, shall cease to be members in good standing if their annual dues have not been paid by December 31st of the current year.
- iii. Any Federated Club, together with all of its Federated Members, shall cease to be members of the Society after having been not in good standing for twelve consecutive months.
- iv. Any Member who desires to withdraw from the Society shall cease to be a Member upon receipt of written notice to this effect from the Member by the Board of Directors of the Society.
- v. Any Federated Member shall cease to be a Federated Member when he/she ceases to be a member of a Federated Club of the Society.
- vi. Any Direct Member shall cease to be a member in good standing if his/her dues are not paid within three months of the due date.
- vii. A Direct Member shall cease to be a member of the Society after having been a member not in good standing for twelve consecutive months.
- viii. Any Federated Club, Federated Member, or Direct Member may be removed from membership in the Society for cause by a majority of not less than 75 percent of the votes of the Board of Directors at a meeting held to consider expulsion. Prior to the vote being taken, the Federated Club, Federated Member, or Direct Member proposed for removal shall be given 31 (thirty-one) days notice in writing of the proposed resolution, and shall be given opportunity to explain its or his/her position to the Board of Directors. At such a meeting no persons other than the members of the Board of Directors and the appointed representative of the Federated Club or the Federated or Direct Member proposed for expulsion shall be present.

3. VOTING

- a. Only those Federated Members and Direct Members who are members in good standing are eligible to vote at any General Meeting of the Society on any business put before the meeting.
- b. Federated Clubs, Affiliate Organizations and Associate Organizations shall not have voting privileges.

- c. Proxy voting is not allowed.
- d. Only Directors of the Society may vote at meetings of the Board of Directors of the Society.
- e. In case of an equality of votes, the President or Chairperson shall not have a casting or second vote in addition to the vote to which he/she may be entitled as a member, and the proposed resolution shall not pass.

4. ANNUAL DUES

- a. The annual dues and amounts for the several classes of membership shall be set by a motion passed at an A.G.M.
- b. The annual dues for Federated Clubs shall be payable on January 1st of the current year, and the amount of the annual dues shall be based on a membership assessment of the Federated Club membership roll as of December 31st of the preceding year.
- c. The annual dues of Affiliate and Associate Organizations shall be payable on January 1st of the current year.
- d. The annual dues of Direct Members shall be payable on the first day of the month in which the Member joined the Federation.

5. MEETING OF THE SOCIETY

- a. An Annual General Meeting shall be held in April or May of each year at a place decided upon by the Board of Directors of the Society.
- b. The Board of Directors of the Society may, when they see fit, convene an Extraordinary General Meeting of the Society.
- c. Notice of a General Meeting shall be sent to all Federated Clubs and to all Direct Members in good standing at least sixty days before the meeting, specifying date, time, place, and agenda.
- d. The Board of Directors of the Society shall meet monthly or as necessary to conduct the affairs of the Society.
- e. The accidental omission to give notice of a meeting to or the non-receipt of a notice by any of the members entitled to receive notice shall not invalidate the proceedings at the meeting.
- f. The Board of Directors of the Society shall call an Extraordinary General Meeting of the Society at the written request of ten percent or more of the voting members in good standing in accordance with the Society Act of the Province of British Columbia.

6. BOARD OF DIRECTORS

- a. The FBCN Directors shall be elected as follows:
 - i. Each Federated Club shall elect or appoint for a period of two years one Director for the first 200 members or portion thereof, and one additional Director for each additional 200 members or major portion thereof (i.e. 101 or more) on its membership roll at the end of the preceding year.

- ii. For the purpose of determining a Federated Club's entitlement to Directors, each family membership shall count for two members.
 - iii. Direct Members who are not also Federated Members shall elect from among their members for a period of two years one Director for each 200 members or portion thereof, and one additional Director for each additional 200 members or major portion thereof
- b. Where two or more Federated Clubs exist in a regional area of the Province, the Federated Clubs of that area may designate one of the Directors of the Society from that area to be Regional Coordinator. In the event that the Federated Clubs in an area do not designate a coordinator, the Board of Directors of the Society may name a coordinator from among the Directors of the Society from that area.
 - c. Elected or designated Regional Coordinators who are not FBCN Directors shall have the same rights and privileges as the elected or designated FBCN Directors.
 - d. The Directors elected or appointed by the Federated Clubs and Direct Members shall have power to appoint not more than three Directors from among the Society membership at large. These Directors shall have the same powers as the Directors elected or appointed by the Federated Clubs and Direct Members, but shall not necessarily be considered to represent their respective clubs.
 - e. No Director of the Society shall be remunerated directly or indirectly for being or acting as a Director, but a Director of the Society may, with prior approval by the Board of Directors, be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
 - f. Any Officer or Director of the Society who may benefit financially from a contract or transaction entered into by the Society shall declare in writing to the Executive Committee the nature and extent of his/her potential interest in such a contract or transaction before the contract or transaction is approved. The officer or Director having the potential interest shall refrain from participating in any discussion of the matter and from voting on it.
 - g. If a potential benefit should arise after a contract of transaction has been approved by the Board of Directors or the Executive Committee, the person anticipating such benefit shall advise the Executive Committee of such interest in writing, and shall obtain the Committee's approval prior to receipt of any financial benefit.
 - h. A Director of the Society shall act honestly and in the best interest of the Society, and shall exercise the care, diligence and skill of a reasonably prudent person in exercising his/her powers and in performing his/her functions as a Director. The requirement of this paragraph are in addition to, and not in derogation of, an enactment of rule of law or equity relating to the duties or liabilities of the Directors of the Society.

7. THE RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors of the Society is responsible for:

- a. The election of the Executive Officers,
- b. The establishment of the classes of membership,
- c. The promotion of the aims of the Society by such means as it sees fit, including the publication of newsletters, brochures, briefs, and other material,

- d. The establishment of regional areas, if deemed reasonable and desirable, each area to be established upon application to the Board of Directors from two or more Federated Clubs within such an area,
- e. The creation of committees and regional groups, and the delegation to them of such powers and authority as it sees fit,
- f. Borrowing of money.
- g. Other purposes reasonable and necessary for the management and well-being of the Society which have not been specifically delegated to any other body or group of the Society.

8. OFFICERS OF THE SOCIETY

- a. The officers of the Society shall be
 - President
 - First Vice-President
 - Second Vice-President
 - Secretary
 - Treasurer
 - Immediate Past President
- b. These Officers, other than the Immediate Past President, shall be elected by the Board of Directors of the Society from among its members at the Annual General Meeting of the Society for a term of two years. These Officers, with the addition of the Regional Coordinators, the B.C. Naturalist editor, the Conservation Chair and the Education Chair, shall constitute the Executive Committee of the Board of Directors of the Society.
- c. No officer shall hold the same office for more than two consecutive terms.
- d. Should any office, such as Secretary or Treasurer, become a paid office, the officer in this office shall cease to be a Director of the Society

9. VACANCIES

- a. In the event that the office of President becomes vacant this office shall be filled by the First Vice-President, or, if this office is vacant, by the Second-Vice President until the next Annual Meeting of the Society. In the event that a vacancy occurs in another office, the Board of Directors of the Society shall have the power to fill that office by election from within its members.
- b. Vacancies in Directors elected or appointed by the Federated Clubs and by the Direct Members shall be filled by the Federated Clubs and Direct Members, respectively, for the remainder of the terms.

10. RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Executive Committee shall be responsible for:

- a. The management and maintenance of the society properties, the investment of its funds, banking, appointment of staff and determining remuneration, and generally for carrying on the business of the Society which has not specifically been delegated to any other group of the Society.
- b. The calling of and conduct of the meetings of the Society the necessary quorums, voting, the methods of balloting, and other matters connected therewith.

11. DUTIES OF THE OFFICERS

- a. The officers shall perform the usual duties and exercise the usual powers within the provisions of the Constitution and the By-laws of the Society and in accordance with the Societies Act of the Province of British Columbia.
- b. The Secretary shall keep and maintain the minutes and the records of the Society.
- c. The Treasurer shall receive all monies and make all authorized payments. He/she shall also present books and records for annual audit or review at the end of the fiscal year, and report on the state of the finances of the Society at the Annual General Meeting and the meetings of the Board of Directors of the Society.
- d. The officers shall make available the pertinent minutes, books, and records to any member as required by the Society Act of the Province of British Columbia.

12. PROTECTION OF OFFICERS AND DIRECTORS

- a. An officer or Director of the Society may, pursuant to a court approval, be indemnified by the Society if he/she were acting honestly and in the best interest of the Society.
- b. The Society shall, for the protection of its Officers and Directors, maintain a “Non-Profit Organization Directors’ and Officers’ Liability and Administrative Errors and Omissions” insurance policy, the limit of which shall be determined by the Board of Directors of the Society.

13. ELECTION OF OFFICERS

- a. The Board of Directors of the Society shall appoint a Nominations Committee of three persons at least six months prior to the Annual General Meeting of the Society for the purpose of nominating a slate of officers. Additional nominations by the elected and appointed Directors shall be received at the time of the election.
- b. The Nominating Committee shall convene the Directors at the time of Annual General Meeting of the Society for the purpose of electing the officers of the Society.
- c. Elections shall be by ballot of members of the Board of Directors of the Society present when there is more than one nominee for an office, otherwise the election may be by acclamation.

14. STANDING DISCIPLINARY COMMITTEE - HARASSMENT OFFICER

- a. The FBCN Executive Committee shall appoint a standing Disciplinary Committee comprising three (3) members of the Federation deemed to be conversant with the concept of harassment.

- b. The FBCN Executive Committee shall appoint an Harassment Officer who shall be an individual identified by the Committee as possessing the training and appropriate background to investigate complaints of harassment.

15. QUORUM

- a. A quorum for the transaction of business at the meetings of the Board of Directors of the Society shall be six members of the Board of Directors, at least two of whom shall be Officers of the Society.
- b. A quorum for the transaction of business at a General Meeting of the Society shall be twelve members of the Board of Directors, at least two of whom shall be Officers of the Society.

16. RULES OF ORDER

The rules contained in Robert's Rules of Order shall govern the proceedings of all meetings of the Board of Directors of the Society and all General Meetings of the Society in all cases to which they are applicable, and in which they are not inconsistent with the By-laws of the Society.

17. FINANCES

- a. The funds of the Society shall be applied solely for the promotion of the aims of the Society as stated in the Constitution, and no portion thereof shall be paid or made available for personal benefit of any member of the Society, providing that nothing in this Constitution and these By-laws shall prevent the reimbursement in good faith to any Officer, Director, or Member of the Society for expenses reasonably and necessarily incurred while engaged in the affairs of the Society.
- b. That Signing Officers of the Society shall be any two of the President, Treasurer, Office Manager or other Executive or Director as appointed by the Executive.
- c. The fiscal year end shall be December 31st of any year.
- d. The Society may accept and use donations of monies, properties, lands, and any other items, the use to be governed by the provisions of the Constitution and By-laws of the Society.
- e. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting of the Society, and at other times upon reasonable notice.

18. BORROWING AND INVESTING POWERS

Subject to the provisions of the Societies Act of the Province of British Columbia, the Board of Directors of the Society may borrow money in such manner as it sees fit, provided that no such action be taken except at an Annual General Meeting of the Society.

19. AUDIT

The Treasurer shall have a qualified accountant review the finances of the Society before the Annual General Meeting of the Society as necessary for a non-reporting society under the Societies Act of the Province of British Columbia.

20. SEAL

The seal of the Society shall be in the custody of the President, and shall not be affixed to any document without the approval of the Board of Directors of the Society.

21. WINDING UP OR DISSOLUTION

- a. Winding up of the Society shall be by Ordinary Resolution passed at a General Meeting of the Society by a majority of those Members of the Society entitled to vote.
- b. Upon winding up of the Society or on dissolution thereof, the ordinary resolution authorizing such winding up shall specify that all assets belonging to or accruing to the Society shall be vested in and become the absolute property of a recognized and registered charitable organization in Canada having objectives similar to those of the Society.

22. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

- a. The constitution and By-laws of the Society may be amended at any General Meeting of the Society by a Special Resolution passed by a majority of not less than 75 percent of the voting Members of the Society present.
- b. Proposed amendments to the Constitution and By-laws of the Society must be placed in writing before all Federated Clubs and Direct Members of the Society at least 90 days before the General Meeting at which the amendments are to be presented.