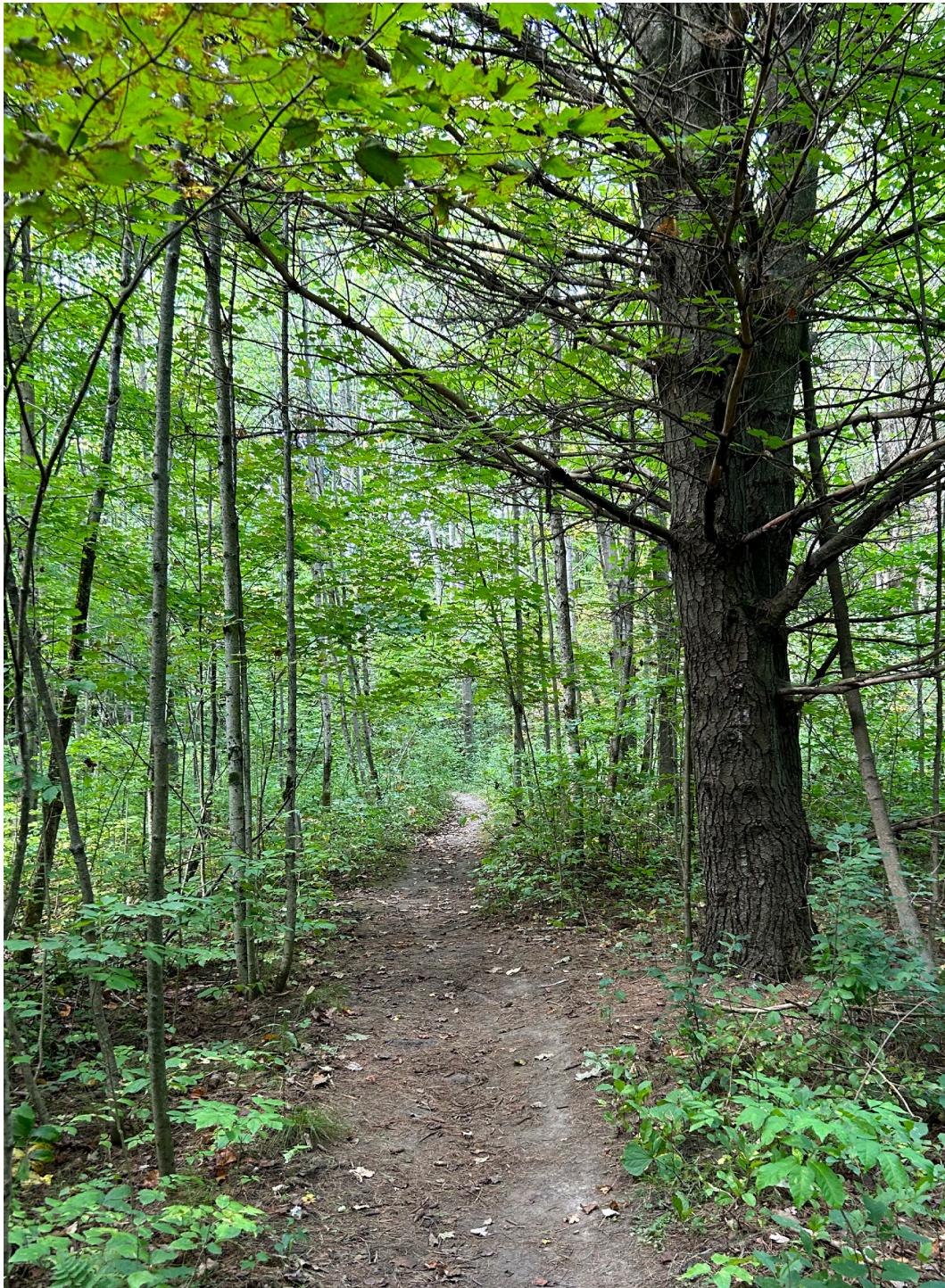




Willow Beach Field Naturalists Club

By-Laws



WBFN By-Laws

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Definitions

In these By-Laws, unless the context otherwise requires:

Act – The *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time

AGM – Annual General Meeting

WBFN – the incorporated charitable organization, Willow Beach Field Naturalists Club

Board – the board of directors of WBFN

By-Laws – these By-Laws (including schedules to this By-Law) and all other By-Laws of WBFN as amended and which are, from time to time, in force

Director – an individual occupying the position of director of WBFN by whatever name he or she is called

Member – a member in good standing of WBFN

Membership – the collective membership of WBFN

Officer – an elected officer of WBFN

Headings added to the By-Laws are for convenience of reference, clarity and organization and in no way affect the interpretation of the By-Laws.

The invalidity or unenforceability of any provision of the By-Laws shall not affect the validity or enforceability of their remaining provisions. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Articles or the Act, the provisions in the Articles or the Act, as the case may be, shall prevail.

Any Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of WBFN to be a true copy thereof.

Introduction

The Willow Beach Field Naturalists Club is incorporated as a charitable organization, hereinafter referred to as the “WBFN.”

Mission Statement

To foster the appreciation, enjoyment and conservation of nature, throughout Northumberland County and beyond.

Goals

- To bring people together to share their common interest in nature; *and*
- Actively engage in projects and activities that will benefit nature; *and*
- Increase public awareness of Northumberland County’s natural heritage.

Activities

The WBFN will fulfill its Mission Statement through the following activities:

- By promoting an understanding and appreciation of nature by offering guided outings and regular general meetings with guest speakers; *and*
- Producing a regular, informative newsletter; *and*
- Participating in citizen science projects that improve public knowledge of Northumberland’s natural heritage, such as bird surveys, which contribute to local records and databases; *and*
- Engaging with local schools to foster and support an interest in nature amongst youth.

By-Law 1 – DIRECTORS

- 1.1 New Directors are elected by the Members at each succeeding AGM. Directors shall hold office for two (2) years unless another term of office is requested and approved.
- 1.2 Vacancies in Board positions may be filled by the Board on an interim basis, and shall subsequently be ratified at the next General Meeting of Members. Such interim appointments are valid until the next AGM or until cancelled by the Board.
- 1.3 The office of a Director shall be vacated immediately:
 - a) if the Director behaves in such a way as to contravene the WBFN Code of Conduct (Appendix A); *or*
 - b) the Director is found to be incapable by a court or incapable of managing property under Ontario law.
- 1.4 The Board consists of a maximum of eleven (11) elected Members.
- 1.5 The day-to-day affairs of WBFN shall be managed by the Board, which consists of five (5) elected Officers, namely the President, Vice-President, Secretary, Treasurer and immediate Past-President, and elected Directors at large (6).
- 1.6 At meetings of the Board, a majority of Directors shall constitute a quorum.
- 1.7 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, provided that:
 - a) With prior Board approval, Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
 - b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to WBFN in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board and/or Treasurer for payment by resolution, before such payment is made; *and*
 - (iii) in compliance with the conflict of interest provisions of the Act; *and*

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- c) Notwithstanding the foregoing, as a charitable organization no Director shall be entitled to any remuneration for services as a Director or in another capacity, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.
- 1.8 A nominating committee, chaired by the Past-President and including the President and two other Members appointed by the Board, shall bring forward a slate of candidates for election at the AGM.
- 1.9 Candidates must be over 18 years of age, be a Member in good standing of WBFN, and must have a recently completed criminal record check (completed for each elected term).
- 1.10 Directors are expected to attend all Board meetings.
- 1.11 Directors are expected to participate in at least one working committee per year.

By-Law 2 – OFFICERS

- 2.1 Members shall elect Officers as required: President, Treasurer, Secretary, Vice-President and immediate Past President, at each succeeding AGM when required to fill vacancies, for two (2) years unless another term of office is requested and approved by Members. More than one office may be held by the same person.
- 2.2 The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.
- 2.3 The President provides leadership to the Board, ensures the integrity of the Board's process, and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The President ensures the Board discusses all matters relating to the Board's mandate.
- 2.4 President responsibilities:
 - a) Establishes agendas, in consultation with the Secretary, that are aligned with Board goals, and presides over Board meetings. Ensures meetings are effective and efficient for the performance of governance work. Ensures that a schedule of Board meetings is prepared annually.
 - b) Serves as the Board's primary contact with the public.
 - c) Reports regularly to the Board on issues relevant to its governance responsibilities.
 - d) Ensures that all Directors contribute fully. Addresses issues associated with underperformance of individual Directors.
 - e) Ensures succession planning occurs for Board membership.
 - f) The president may serve as member on Board committees.
- 2.5 The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

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2.6 Treasurer responsibilities:

- a) The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of WBFN in the books belonging to WBFN and shall deposit all monies, securities and other valuable effects in the name and to the credit of WBFN in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

The Treasurer shall disburse WBFN funds as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of WBFN.

The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

- b) Presents to Members at the AGM as part of the annual report, the annual financial statements of WBFN, approved by the Board.
- c) Completes the Annual Charity Information Return as required by the Income Tax Act within six (6) months of the fiscal year end.
- d) Completes the annual Provincial Return as required by Ontario charity guidelines.
- e) Prepares an annual budget for Board approval in December.

2.7 The Secretary works collaboratively with the President to support the Board in fulfilling its administrative and fiduciary responsibilities.

2.8 Secretary responsibilities:

- a) Keeps a roll of the names and addresses of WBFN Members. Ensures the proper recording and maintenance of minutes of all meetings of Members and of the Board. Attends to correspondence on behalf of the Board. Ensures that all minute books, documents and registers are maintained as required by law. Ensures that all reports are prepared and filed as required by law or requested by the Board.
- b) Gives such notice as required by the By-Laws of all Member and Board meetings. Attends all Member and Board meetings.

By-Law 3 – BOARD MEETINGS

- 3.1 The President and any two (2) Directors, jointly, may call meetings of Directors at any time and any place on at least ten (10) days' notice. Advance notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting.
- 3.2 The President oversees Board meetings. If the President is absent, the remaining Directors present will choose a Director to act as Chair.
- 3.3 Each Director, including the meeting's Chair, has one vote. Questions arising at a meeting will be decided by a majority (51%) of votes. In the case of a tie, the Chair has a second tie-breaking vote.
- 3.4 If all Directors consent, one or all Directors may participate in a Board meeting by telephone or electronic means, provided always that all Directors attending the meeting are able to communicate with each other simultaneously and instantaneously.

By-Law 4 – MEMBERS

- 4.1 Membership shall consist of one (1) class of Members. Each Member is entitled to receive notice of, attend and vote at all Members' meetings – Single membership shall consist of 1 member entitled to 1 vote. Family membership, regardless of how many people in the family, only has 2 votes.
- 4.2 The term of membership is one (1) year, subject to renewal, and automatically terminates if the Member resigns or membership is otherwise ended.
- 4.3 Membership is open to individuals, families and organizations that support the vision and goals of WBFN and is governed by the following rules:
 - a) Life Members may be appointed by the Board and are not subject to annual membership fees. Life Members shall retain full voting powers at the AGM. Their membership cannot be passed to anyone else;
 - b) Membership fees may be set from time to time by the Board and shall be ratified by Members at the next AGM;
 - c) Membership shall be based on a calendar year. Membership fees are due in advance. From September 1st of any year, a first-time Member may have that current year's fees waived provided that the fees for the following year are paid in full. Failure to renew fees by March 31st shall terminate all membership rights and privileges; *and*
 - d) All Members shall have voting rights at general monthly meetings and the AGM.

By-Law 5 – MEMBERS’ MEETINGS

- 5.1 The general membership will be invited to participate at least six (6) times per year in activities pursuing the goals of WBFN. A quorum, consisting of no fewer than twenty-five (25) Members, is required for any meeting of Members where a major decision is under consideration and where a vote is required.
- 5.2 The AGM shall be held on a day and place within Northumberland County fixed by the Board, to be scheduled within sixty (60) days of the close of the fiscal year, i.e., no later than February 28. Notice of the date and location of the AGM must be given between fifty (50) and twenty-one (21) days prior to the meeting.
- 5.3 Any Member, upon request, shall be provided, not fewer than five (5) business days or other number of days that may be further prescribed in regulations before the AGM, with a copy of the approved financial statements and other financial information required by the By-Laws or The Act.
- 5.4 The President or another Director shall preside at the AGM. Business transacted at the AGM shall include:
 - a) Receipt of the agenda;
 - b) Receipt of the minutes of the previous AGM and subsequent special meetings;
 - c) Consideration of the financial statements;
 - d) Election of Directors and Officers; *and*
 - e) such other or special business as may be set out in the notice of the Meeting.
- 5.5 No other item of business shall be included on the agenda for the AGM unless a Member’s proposal has been given to the Secretary prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the notice of the AGM.

By-Law 6 – NOTICES

- 6.1 Any notice required to be sent to any Member or Director shall be delivered via:
 - Telephone, *or*
 - E-mail, *or*
 - Mail, *or*
 - other electronic means as the Directors may determine.
- 6.2 Notice may be waived or the time for the notice may be waived or abridged at any time with consent of the person entitled to the notice.
- 6.3 No error or accidental omission in giving notice of any Board or Members' meeting will invalidate the meeting or make void anything that happens at the meeting.

By-Law 7 – FINANCES

- 7.1 The fiscal year of WBFN shall be from January 1 to December 31.
- 7.2 The Board shall, in advance, obtain agreement of the Membership for any financial decisions above a dollar limit set by the Board and approved by the Members.
- 7.3 Transactions specified in the annual budget, approved by the Board, will not require further Member or Board agreement.
- 7.4 The Board shall periodically recommend an external reviewer, who is responsible for carrying out a financial review engagement of the accounts and financial reports. The reviewer's report shall indicate whether the financial statements are reasonable and in compliance with standard practice. The reviewer shall not be a Director or a relative of a Director. If possible, the reviewer should not be a Member of WBFN.
- 7.5 If the Board chooses not to recommend an external financial review in any given year, then that decision will be voted upon, and with 80% of votes cast, confirmed at the next AGM.
- 7.6 As a soliciting corporation, WBFN financial statements are public.
- 7.7 WBFN shall function without any purpose of financial gain for its Members whatsoever, and any profits or other income, endowments, gifts, or other similar assets shall be used and applied solely and exclusively in promoting its Objects.
- 7.8 In the event of dissolution of WBFN, all its remaining assets shall be distributed to one or more Ontario charitable organizations dedicated to the protection of Ontario's natural environment as recommended by the Board. Any such dissolution shall be approved by two-thirds of the Members present, either at an AGM or a special Meeting called for that specific purpose.
- 7.9 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by WBFN may be signed by any two (2) Officers or Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed.

By-Law 8 – LIABILITY PROTECTION

- 8.1 No Director, or Officer, shall be liable for the acts, receipts, neglects or defaults of any other Director, or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to WBFN for insufficiency or deficiency of any security in or upon which any of the monies of WBFN shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of WBFN shall be deposited, or for any loss, damage, or misfortune whatever, which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty.
- 8.2 Every Director, or Officer, and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of WBFN, from and against:
 - a) All costs and expenses whatsoever which any Director or Officer, sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him/her, for in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her, in or about the execution of the duties of his/her office.
 - b) All other costs and expenses, as authorized by the Board which he/she sustains or incurs in, or about, or in relation to the affairs of his/her office, except such costs or expenses as are occasioned by his/her own willful neglect or default.

By-Law 9 – CONFLICTS OF INTEREST

9.1 A Director who is a party to a material contract or transaction, or proposed material contract or transaction with the Corporation, or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction, or proposed material contract or transaction with the Corporation, shall make the disclosure required by the Act.

Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

9.2 No Director with a conflict of interest shall attend any part of a meeting of Directors, or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

By-Law 10 – AMENDMENTS

- 10.1 The Board may from time to time, in accordance with the Act, amend or repeal and replace these By-laws.
- 10.2 Any and all such amendments to the By-Laws shall be approved by a majority vote of Members present, provided that a notice of Motion of Amendments was given at least fifteen (15) days (and not more than fifty (50) days) prior to the Meeting, and provided there is a quorum.
- 10.3 Amendments shall be presented *en bloc*, but a Member may request that a specific proposed Amendment or Amendments be voted on separately.
- 10.4 The request shall be in the form of a motion, duly seconded, with a vote by show of hands, which shall govern.
- 10.5 Amendments to the By-Laws may be made from time-to-time by the Board and ratified by Members at the next meeting of Members. During the interim period, the Board may follow the new proposed By-Law but they must discard it if Members do not ratify.

APPENDIX 1

1.1 CODE of CONDUCT

Willow Beach Field Naturalists (WBFN) is committed to creating a safe and welcoming club that is free of discrimination and harassment. This Code of Conduct applies to all members, volunteers, and participants at WBFN activities and events, and to all electronic communications such as email and social media.

Expectations:

All WBFN members are expected to:

- Abide by this WBFN Code of Conduct;
- Treat everyone with respect, dignity, and equality;
- Adhere to federal, provincial and local laws during club activities and events;
- Respect the rules, property and policies of event venues.

Behaviour encouraged by WBFN:

- Using welcoming and inclusive language;
- Respectfully identifying racist, sexist, ableist, homophobic or other hurtful comments/jokes that are offensive to you or others;
- Acting respectfully towards different views, experiences and cultures.

Unacceptable behaviour includes:

- Harassment or discrimination in any form;
- Physical or verbal abuse;
- Using insulting/derogatory comments or personal attacks directed toward others.

Enforcement and Compliance:

The WBFN Board of Directors is responsible for upholding and enforcing this code of conduct and may take any appropriate or necessary action such as:

- Verbal warnings;
- Removing someone from an event;
- Prohibiting someone from participating in future club activities;
- Revoking membership;
- Blocking an individual's use of club social media accounts;
- Contacting law enforcement if needed.

Reporting Offences against the Code of Conduct:

If you witness a Code of Conduct offence or are a victim of an offence, please contact any member of the Board of Directors in person or via email. All complaints will be considered seriously and confidentiality will be maintained.

1.2 CODE of ETHICS for Naturalists

WBFN encourages all members to abide by the basic ethics of nature appreciation:

- Do not harm or stress wildlife;
- Walk on established trails to avoid trampling habitat;
- Don't pick wildflowers, harvest plants or collect seeds from natural areas;
- Keep your distance from nesting birds and animals;
- Move slowly, quietly and carefully around wildlife;
- Do not enter private property without permission;
- Be considerate of the activities of other people enjoying natural areas;
- Do not litter;
- Keep pets on leash and on trails at all times.

WBFN also subscribes to the birding ethics standards as set by the Ontario Field Ornithologists. Birders can and should lead by example as ambassadors of birding and environmental stewardship.

Key points from the OFO birding ethics guide:

- The welfare of birds comes before your own personal interests;
- Maintain a respectful distance from birds, do not interfere with resting or feeding and do not deliberately flush birds;
- Always assume that a bird is sensitive to your presence; exercise restraint during observation; do not linger close to individual birds for longer than necessary;
- Limit the use of playbacks; never use such methods for attracting threatened species; don't use playback in heavily birded areas where other birders may be present;
- Limit use of flash or artificial light for filming or photography;
- Do not publicize the nesting locations of rare breeding birds;
- Before publicizing the location of a rare bird, consider the potential disturbance to the bird and the accessibility of the area, as well as the need for land owner permission if the bird is on private property;
- Try not to disrupt the activities of other birders or flush birds they may be watching.

APPENDIX 2

2.1 LIFE MEMBERSHIP GUIDE *and CRITERIA for NOMINATIONS*

Life Membership

Life Membership recognizes and celebrates the outstanding contribution by an individual or family for the betterment of all that WBFN strives for. Life Membership is reserved for those whose contribution goes beyond the ordinary or even the excellent, for an extended period of time.

Privileges of Life Members shall include:

- All regular membership privileges (single or family);
- A waiver of annual membership fees;
- Life member's names and biographies (with their permission) may be displayed on the WBFN website.

Nomination Criteria

Nominees must be considered on their individual merits, personal attributes and achievements and not in comparison to others or previous life members. The nominee for Life Membership may reflect:

- A member in good standing at the time of their nomination;
- Long-term committed service to WBFN through volunteer work or leadership roles;
- Significant contributions through participation as a Board or Committee member;
- A minimum of 15 years active membership with WBFN.

Nomination Process

Nominations for Life Membership will be considered annually by the WBFN Board. Nominations (using the form that is available on WBFN website), together with supporting documentation specifically detailing the nominee's contributions to, and involvement with WBFN, are to be submitted to the WBFN Secretary no later than October 31 of each year.

The nomination shall include one or more letters of support, articulating the reasons why Life Membership is to be considered appropriate and specifying examples of work or involvement which have contributed significantly to WBFN objectives.

The Board shall consider the merit of the application against the criteria and make its recommendation, by December 31. A decision to approve or reject the nomination will require a unanimous vote by the Board. There will be a maximum of one (1) award per year.

Nominations will remain confidential. Unsuccessful nominees may be considered again in subsequent years. The Board, at their discretion, can present a nomination.

Awards, in certificate format, will be presented at the subsequent AGM.

Termination of Life Membership

Life membership may be terminated for reasons including but not limited to:

- Bringing the name of WBFN into disrepute;
- Conduct that does not align with the values of WBFN or our Code of Conduct;
- Death of the member. In the case where the member that was awarded the Life Membership was part of a family membership, the membership will revert to regular status in the next calendar year.

Rescission of Life Membership will be by unanimous passing of a special resolution for the removal of Life Membership by the WBFN board.

Accepted by the WBFN Board

Passed by WBFN Members:

March 1, 2024

Date

Signed:

Whitney Yoxe

President

WY

Secretary

Front cover photograph:
Peter's Wood Provincial Nature Reserve Trail / *Michael Maynard*



Willow Beach Field Naturalists Club

www.willowbeachfieldnaturalists.org

May 2024