

Adopted September 21, 2018

The name of this society is The Edmonton Nature Club.

Article 1 Membership

1.1 Categories of membership and membership fees in The Edmonton Nature Club shall be determined from time to time by the members at the Annual General Meeting or a special meeting. Membership shall be open to all interested persons upon payment of the set fees.

1.2 Any member wishing to withdraw from membership may do so upon a notice delivered by telephone, fax, mail or email to the Executive through the secretary.

1.3 If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of four months from the end of such a year and shall thereafter be entitled to no membership privileges or powers in The Edmonton Nature Club until reinstated.

1.4 Any member in good standing may attend regular meetings, field trip or study sessions of the Edmonton Nature Club.

1.5.1 Member(s) may file a complaint with the Executive if they believe another member(s) has/have committed an offense that does not follow the Bylaws of the Edmonton Nature Club. The accused member(s) must be notified of the complaint. The President shall call two meetings. The Executive shall meet individually with both the complainant and the accused. A majority of the Executive members, including the President, must attend any hearing except during dire circumstance. If the accused member(s) refuse/s to attend they waive their right to represent their side of the event in question and the hearing will proceed in their absence. If the complainant refuses to attend the complaint shall not be heard and the hearing shall not proceed.

1.5.2 The Executive shall hear from the complainant uninterrupted. The Executive shall then hear from the accused uninterrupted. Behind closed doors the Executive shall have a discussion, decide upon an appropriate action to take, then vote. Appropriate actions may include, but are not limited to: a warning (written and signed by the President), revocation of membership (written and signed by the President, stating that their membership is revoked for the remainder of the membership year) or expulsion (the accused shall permanently lose their Edmonton Nature Club membership, and not be allowed to return).

1.5.3 The member offence process may be invoked by any member that feels they have been offended by another member. Offences that may warrant expulsion include violence, intimidation, assault, threats or unwelcome comments based on race, religious beliefs, colour, gender, physical disability, mental disability, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation of that person or class of persons. Any sanctions

against the offending member shall be agreed upon by the Executive by a majority vote.

Article 2 Meetings

2.1 This society shall hold an Annual General Meeting (AGM) on or before October 31 in each year, of which notice to the last known address of each member shall be delivered by telephone, fax, mail or email 30 days prior to the date of the meeting. At this meeting there shall be elected an Executive.

2.2 Other general meetings of The Edmonton Nature Club may be called at any time by the secretary upon the instructions of the President or their alternate by notice to the last known address of each member and shall be delivered by telephone, fax, mail or email eight days prior to the date of such meeting.

2.3 A special meeting may be called by the President or Secretary upon receipt of a petition signed by one third of the members in good standing, setting forth the reasons for calling such a meeting. The meeting shall be announced to the last known address of each member and shall be delivered to each member by telephone, fax, mail or email eight days prior to the meeting.

2.4 A Special Resolution shall be a resolution which means:

- (i) a resolution passed
 - (A) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person;
- (ii) a resolution proposed and passed as a special resolution at a general meeting of which no less than 21 days' notice has been given, if all members entitled to attend and vote at the general meeting so agree, or
- (iii) a resolution consented to by fax, mail or email by all the members who would have been entitled at a general meeting to vote on the resolution in person.

Article 3 Voting

3.1 Any member in good standing who has not withdrawn from membership nor has been suspended or expelled shall have the right to vote at any general meeting of the society. Such votes must be made in person.

Article 4 Quorum

4.1 Fifteen (15) members in good standing shall constitute a quorum at any general or special meeting.

Article 5 Executive

5.1 The Executive shall consist of the President, Secretary, Treasurer, Membership Secretary and four Executive Directors. Elected members of the Executive are eligible for re-election, but no

more than two new members shall be elected each year if possible. A new member is anyone who has not served on the Executive within the past two years.

5.2 The Executive shall, subject to the Bylaws or direction given it by the majority vote at any meeting properly constituted, have full control and management of the affairs of The Edmonton Nature Club, and meetings of the Executive shall be held as often as may be required, but at least once every three months, and shall be called by the President.

5.3 A special meeting of the Executive may be called on the instructions of any two Executive members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.

5.4 Meetings of the Executive shall be called with three days' notice and shall be delivered by telephone, fax, mail or email to each member.

5.5 Any five members of the Executive shall constitute a quorum.

5.6 An Executive meeting may be held without notice if a quorum of the Executive is present, provided that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Executive.

5.7 Each year the Executive shall appoint standing committees to be advisory to the Executive and to assist in carrying out the business of the club. The chairman of each standing committee shall be an ex-officio member of the Executive, and shall be responsible to the Executive for the action of his committee.

5.8 The Executive may also appoint other club members to necessary club positions or appoint other committees as it sees fit. All these members are eligible to vote and attend Executive meetings.

5.9 The President shall form a Nominating Committee including at least two members in good standing. The Nominating Committee shall provide information to the Executive prior to the Annual General meeting.

5.10 The Executive has the power to appoint any member of The Edmonton Nature Club to a vacancy occurring in the Executive, but an appointment so made is effective only for the remainder of the term.

5.11 Any Executive member, upon a 75% majority vote of all members in good standing in attendance, may be removed from office for any cause, which the society may deem reasonable.

5.12 The Executive shall serve until successors are elected. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such a meeting. Any member in good standing shall be eligible to stand for any office in the society.

5.13 Any member in good standing, upon permission by the President, may attend an Executive

Meeting.

Article 6 Officers

President

6.1 The President shall be an ex-officio member of all Committees. He/she will preside at all meetings of The Edmonton Nature Club and the Executive. In his/her absence, a person appointed by the President shall preside at any such meetings.

6.2 The President will submit an annual report to The Edmonton Nature Club for the Annual General Meeting and from time to time report on any matter that should be brought to the attention of the members.

Secretary

6.3 It is the duty of the Secretary to attend all meetings of The Edmonton Nature Club and the Executive and to keep accurate minutes of the same. In case of absence of the secretary such officer as may be appointed by the Executive shall discharge his/her duties.

6.4 The Secretary shall have charge of all correspondence of The Edmonton Nature Club and be under the direction of the President.

6.5 The Secretary shall keep custody of the minutes and other relevant records for The Edmonton Nature Club.

6.6 The Secretary shall make the annual return to the Corporate Registry after receiving notice.

Membership Secretary

6.7 The Membership Secretary shall keep a record of all the members of The Edmonton Nature Club and their addresses, and send all correspondence required for collecting and receiving the annual dues levied by The Edmonton Nature Club.

Treasurer

6.8 Upon request by the treasurer, the Executive may appoint two members in good standing to be responsible for collecting and depositing monies at the approved financial institution. All deposits must be promptly reported to the Treasurer within one week of deposit.

6.9 The Treasurer shall properly account for the funds of The Edmonton Nature Club and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Executive whenever requested.

6.10 The Treasurer shall prepare for the Annual General Meeting a statement duly audited of the financial position of The Edmonton Nature Club. One month after the fiscal year-end of July

31 will allow ample time for the statements to be prepared and audited prior to the AGM. A copy of the financial statement shall be submitted to the Secretary for the records.

6.11 The Treasurer with the Executive's input shall present a budget to the Executive for the forthcoming year prior to the Annual General Meeting.

Executive Directors

6.12 A person appointed or elected an Executive Director becomes an Executive Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become an Executive Director if they were not present at the meeting but consented in writing to act as an Executive Director before the appointment or election, or within ten days after the appointment or election, or if they acted as an Executive Director pursuant to the appointment or election.

6.13 The four Executive Directors shall attend all meetings and strive to remain current in the operations of the club.

Article 7 Auditing

7.1 The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of The Edmonton Nature Club, elected for that purpose, before the Annual General Meeting. Such auditor/s at the Annual General Meeting of The Edmonton Nature Club shall submit a complete and proper statement of the standing of the books for the previous year.

7.2 The books and records of The Edmonton Nature Club may be inspected by any member of The Edmonton Nature Club at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers in charge of the records.

7.3 Each member of the Executive shall at all times have access to such books and records.

Article 8 Remuneration

8.1 The Edmonton Nature Club is an organization that is carried on without purpose for gain by any of its members and any profits or monies raised by the club are used solely for The Edmonton Nature Club's objectives.

8.2 No member of the Executive shall receive payment for their volunteer duties as an Executive member with the club other than reimbursement of reasonable expenses incurred in performing authorized activities that are approved by the Executive committee.

Article 9 Bylaws

9.1 The Bylaws may be rescinded; altered or added to by a Special Resolution. All changes shall

be submitted to the Corporate Registry.

9.2 A copy of the Objects and Bylaws of The Edmonton Nature Club shall be available to any member of the club upon request.

Article 10 Raising Funds

10.1 The Edmonton Nature Club is hereby empowered to raise funds by various means including but not limited to book sales, casinos, bingo's and fundraising events like speakers or special field trips. Funds are to be used for the charitable purpose of carrying out The Edmonton Nature Club's objectives.

Article 11 Borrowing Powers

11.1 For the purpose of carrying out its objectives, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

Article 12 Custody and Use of the Seal

12.1 The Edmonton Nature Club shall not adopt a Society seal.

Article 13 Dissolution

13.1 In the event of winding up the affairs of The Edmonton Nature Club, all remaining funds belonging to The Edmonton Nature Club shall be given to The Edmonton and Area Land Trust or if it no longer exists, to some similar naturalist organization, as decided by two thirds majority vote of members in attendance at a special meeting to be called after proper notice.

Article 14 Effective Date

14.1 These Bylaws come into force on the day upon which the Registrar of Corporations registers them under The Societies Act.