

*The following **proposed** By-Laws revision will be discussed and voted upon by the membership, by Special Resolution, at the fall, 2010 Annual Meeting of the Society.*

Revised September 14, 2010

BY-LAWS
OF
THE BLOMIDON NATURALISTS SOCIETY

Please see next page

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1. In these by-laws unless there is something in the subject or context which is inconsistent with the following definition:
 - (a) "Society" means The Blomidon Naturalists;
 - (b) "Board" or "Board of Directors" means the Board of Directors of the Society;
 - (c) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - (d) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - (e) All references in these by-laws to the male gender pertain equally in every instance to both the female and male genders.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
3. For the purposes of registration the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. (a) Any person who supports the objects of the Society shall be admitted to membership in the Society upon payment of the membership fee. Annual membership fees may be set by the Board. Membership dues are payable as of January 1 in each calendar year. Members who have not paid their membership dues as of April 30 of any calendar year will no longer enjoy any rights, privileges or benefits of membership. Membership will be reinstated upon payment of dues for the current calendar year.

- (b) Honorary memberships may be awarded annually at the discretion of the Board of Directors.
7. Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.
 8. Any member who violates either the objects or the by-laws of the Society may be deprived of his membership upon written notification by the Board of Directors subject to ratification by the membership at an Annual or Special Meeting.

MEETINGS

9. Monthly Meetings:

The Society shall hold monthly meetings on such date in each month as may be determined by the membership but monthly meetings may or may not be held in July and August.

10. Annual Meetings:

The annual meeting of the Society shall be held within three months of the end of the fiscal year on such date as may be determined by the Board. The Secretary shall give notice in writing of the annual meeting to all members of the Society at least two weeks before the date on which the meeting is to be held. Notice in writing may be made by mail, in electronic form, or in the Society's Newsletter. The fiscal year shall be October 1 to September 30.

11. Special Meetings:

Special Meetings of the Society may be called at any time by the Board, or upon a written request signed by at least five members in good standing. Such a special meeting must be called within thirty days of such a request. The Secretary shall give notice of all Special Meetings in writing to all members of the Society at least 7 days before the date on which the meeting is held. Notice in writing may be made by mail, in electronic form, or in the Society's Newsletter.

12. Accidental failure or omission to give notice for any meeting pursuant to By-laws 9, 10 or 11 does not invalidate the meeting or the proceedings of the meeting.

13. Quorum

No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of 10 members including one officer of the Society.

14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct.

CONDUCT OF MEETINGS

15. (a) The President of the Society, or in his absence the First Vice-President, or in his absence the Second Vice-President, shall preside as Chair at every Annual, Monthly and Special meeting of the Society;

(b) If there is no President, First Vice-President, or Second Vice-President, or if at any meeting, none of the above is present at the time of holding the same, those members of the Board of Directors present shall choose someone to preside as Chair;

(c) If there is no President, First Vice-President, Second Vice-President or director or if at any meeting neither the President nor a director is present at the holding of the same, the members present shall choose someone of their number to be Chair.
16. The Chair of the meeting shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have the deciding vote.
17. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
18. At any general meeting, unless a recorded vote is demanded by at least one member, voting shall be conducted by a show of hands and a declaration by the Chair that a resolution has been carried and an entry to that effect in the minute books of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the members recorded in favour of or against the resolution.
19. If a recorded vote is demanded, it shall be taken in the manner prescribed by the Chair and the result of the vote shall be recorded as a resolution of the Society.

VOTE OF MEMBERS

20. Only members present are entitled to vote at a meeting and each member of the Society is entitled to one vote on a motion, resolution or question put to the meeting.

OFFICERS OF THE SOCIETY

21. The Officers of the Society shall be the President, First Vice-President, Second Vice-President, Secretary and Treasurer. The first Board of Directors shall elect from their own number the officers of the Society who shall hold office until successors are elected. At the first annual meeting of the Society and at subsequent annual meetings, the officers of the Society will be elected by the general membership pursuant to these by-laws for a term of one year, or until their successors are elected. Officers shall be eligible for re-election.
22. The President or in his absence, the First Vice-President, or in his absence the Second Vice-President, shall, subject to the control and direction of the Board of Directors, have general direction of the affairs of the Society, shall preside at all meetings of the Board of Directors and at all annual and special meetings of the Society.
23. In the absence of the President, First Vice-President and Second Vice-President, the Board shall appoint a director to act as President who shall exercise the authority of the President and fulfill his duties.
24. The Secretary shall act as Secretary at all meetings of the Board of Directors and at all Annual and Special meetings of the Society and shall prepare minutes of the proceedings at all such meetings. He shall have custody of the Minute Books and shall perform all such other duties as shall be assigned from time to time by the Board of Directors.
25. The Treasurer shall have custody of all funds and accounts of the Society. He shall maintain complete and accurate books of accounting, and shall:
 - (a) report when directed by the Board or by a general meeting the financial position of the Society;
 - (b) sign documents and instruments that require his signature; and
 - (c) at each annual meeting of the Society present to the meeting a true account of the Society's finances.
26. One person may hold both the offices of Secretary and Treasurer.

DIRECTORS

27. There shall be a Board of Directors which will include the officers of the Society. The number of directors shall not be less than five. The number of directors shall be determined by the membership at the annual meeting.

28. The first Directors shall be the subscribers to the Memorandum of Association. All of the first Directors shall hold office until the first annual meeting or until their successors are appointed.
29. Any member of the Society shall be eligible to be elected a director of the Society.
30. (a) All directors except the immediate past president shall be elected for a term of one year by the members at the Annual Meeting of the Society from among candidates nominated by a nominating committee appointed by the Board of Directors.

(b) The immediate Past President of the Society shall be appointed a member of the Board of Directors with full voting rights and shall hold office until an outgoing president succeeds him.

(c) Retiring directors shall be eligible for re-election.
31. (a) The Board of Directors shall appoint a Nominating Committee two months in advance of the Annual Meeting. This committee is to submit nominations for the positions of President, First Vice-President, Second Vice-President, Secretary, Treasurer and the directors at large to the Annual Meeting.

(b) Any two members of the Society who wish to have someone nominated by the Nominating Committee may do so by submitting the name in writing to the Committee. Nominations will also be accepted from the floor of the Annual Meeting.
32. (a) All elections will be by secret ballot, unless a $\frac{3}{4}$ majority of members present at an annual meeting agrees to voting by show of hands.

(b) The candidate for any office or position as director obtaining the largest number of votes cast will be elected.

(c) If the candidates for a particular office or position as director receive an equal number of votes on first ballot, a second ballot will be held. If no candidate receives a majority of votes cast on second ballot, the Chair of the meeting shall cast the deciding vote.
33. In the event that a director resigns his office or ceases to be a member of the Society, whereupon his office as director shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
34. Any director or officer of the Society may be removed from office by special resolution.

35. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the President. A meeting of directors may be held at the close of every annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
36. No business shall be transacted at any meeting of the Board of Directors unless more than one-half of the number of directors are present at the commencement of business.
37. The President, or in his absence the First Vice-President, or in his absence the Second Vice-President, or in the absence of all of the above, any director appointed from among those directors present shall preside as Chair at meetings of the Board.
38. The President shall be entitled to vote as a director and, in the case of an equality of votes, the President shall have a deciding vote in addition to the vote to which he is entitled as a director.
39. It is expressly declared that the Board of Directors and the officers of the Society shall serve in these capacities without remuneration and no member of the Society shall benefit personally from his membership.
40. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting, The Board in the exercise of these powers shall conform to any regulation or directions that may from time to time be imposed upon it by the membership at an Annual or Special meeting.
41. Any contract, deeds, bill of exchange or other instruments and documents made on behalf of the Society shall be authorized by the Directors and executed on behalf of the Society by such officers or board members as the Directors may from time to time designate.
42. The Board of Directors shall appoint the Editor of the Newsletter. The Newsletter Editor shall participate as a full voting member on the Board of Directors for as long as he may serve in this position.
43. The Board of Directors is empowered to hire employees and determine their duties, responsibilities and remuneration. Employees of the Society are eligible

for full membership within the Society including the right to stand for election as an officer or Director.

44. The Board of Directors may establish and delegate any of their powers to committees consisting of such Directors, Society members, or such persons as they think fit and may from time to time revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulation or directions that may from time to time be imposed upon it by the Directors.

AUDIT OF ACCOUNTS

45. The auditor of the Society shall be appointed annually by the members of the Society at the annual general meeting, and, on failure of the members to appoint an auditor, the Directors may do so.
46. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operation account. The auditor shall make a written report to the members upon the balance sheet and operating account and, in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs.

AFFILIATION

47. The Society may from time to time by special resolution, decide to become a member of or otherwise affiliate with other organizations with similar objects.

MISCELLANEOUS

48. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of director, notify the Registrar of the change.
49. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
50. The Society shall maintain a register of its members, and shall enter in it the names of every person who is admitted as a member of the Society, together with the following particulars:
 - (a) the full name and address of every such person;
 - (b) the date on which each person is admitted as a member;
 - (c) the date on which any person ceases to be a member.

51. The Society shall furnish to any member upon request, a copy of its memorandum and by-laws.
52. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
53. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
54. Amendment of By-Laws

These by-laws may be added to, altered or rescinded by a Special Resolution.

55. In the event that the Blomidon Naturalists Society shall disband or dissolve, all of the assets remaining after all debts have been paid, shall be transferred to some other Canadian non-profit organization or organizations which have objectives similar to those of the Blomidon Naturalists Society as determined by the Board of Directors.

The Blomidon Naturalists Society is incorporated under the provisions of Chapter 286 of the Revised Statutes of Nova Scotia, 1967, the Societies Act, as of June 1, 1982, certificate # 1461119