Society of Grasslands Naturalists

Bylaws

1. Name

1. 1 The name of the organization shall be "Society of Grasslands Naturalists".

2. Definitions

2.1 Society: Society of Grasslands Naturalists.

2.2 Membership: Society membership provided to an individual, family or organization as outlined in Section 3 of these Bylaws.

2.3 Member: an individual with Membership voting rights as specified in Section 3 of these Bylaws.

2.4 Board: the decision-making body, consisting of Directors, as defined in Section 4 of these Bylaws.

2.5 Director: a voting Member of the Board.

2.6 Executive Officers: the President, Vice-president, Treasurer and Secretary. Executive Officers are also Directors.

2.7 Other Director: a Director that is not an Executive Officer.

2.8 Chronicle: a newsletter provided to Society Members.

2.9 General Meeting: meeting of the Society Members as defined in Section 3.2 of these Bylaws.

2.10 Society Announcement: notice made to Society Members through the Chronicle, at a General Meeting or contact by regular mail, electronic mail or phone to individual Members.

2.11 Special Resolution: a resolution as defined in the Alberta Societies Act.

2.12 Fiscal year: The Society fiscal year shall be January 1 to December 31.

3. Membership

3.1 Membership

3.1.1 Single, Family and Organization Memberships

- Any person, family or organization may obtain a Membership by paying dues which shall be determined by the Board. Organization Memberships are available only to organizations registered under a provincial or national jurisdiction in Canada.

- Any person with a Single Membership is considered a Member of the Society. A Family Membership shall have a maximum of two Members with voting rights. For an Organization Membership, only one person from the organization shall be assigned by that organization as a Society Member with voting rights.

- Any Membership owner in arrears for dues for a period of 6 months shall lose its Membership.

3.1.2 Life-time and Honorary Membership

The Society may award:

- a free 'Life-time' Membership to a current or past Member, who has made outstanding contributions to the Society.

- a free time-limited 'Honorary' Membership to a person outside the Society, who has made exceptional contributions to the Society or to its objectives.

'Life-time' and 'Honorary' Memberships shall be awarded by the Board through nominations by Members of the Society. Members shall be informed of such awards through a Society Announcement. Recipients of 'Life-time' and 'Honorary' Memberships shall be considered Society Members with voting rights for the duration of their term.

3.1.3 Any person, family or organization wishing to withdraw its Membership may do so upon notice to the Executive.

3.1.4 A Member or Membership owner may be expelled by the Board with a 2/3 majority vote.

3.1.5 The Board shall keep a record of all the Society Members, Membership owners and their addresses, and promptly turn over to the Treasurer all collected Membership dues. These Membership-related activities shall be assigned to a Director by the Board.

3.2. Society General Meetings

3.2.1The Society shall hold regular General Meetings and may call Special General meetings with notice to the Members through a Society Announcement at least one week prior to the meeting.

3.2.2 An Annual General Meeting shall be called by the Executive within three months following the end of each fiscal year.

3.2.3 A Special General Meeting shall be called by the Executive following the receipt of a petition signed by 20 Members or 20% of the Members, whichever is least, setting forth the reason for calling the meeting. Members shall be notified by a Society Announcement at least one week prior to the meeting.

3.2.4 A quorum at all General Meetings shall consist of 10 Members or 10% of the Members, whichever is least.

3.2.5 The President, or the meeting chair, shall cancel the General Meeting if a quorum is not present within one-half hour after the set time. If cancelled, the meeting may be rescheduled for one week later. If a quorum is not present within one-half hour after the set time of the second meeting, the meeting shall proceed with the Members in attendance.

3.2.6 Any Member shall have the right to vote at any General Meeting. Such vote must be made in person. No electronic voting shall be allowed. Motions shall be voted by show of hands and elections by secret ballot. A secret ballot shall also be used for any vote where at least 5 Members present at the meeting request it.

3.2.7 The President, or chair, does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4. Board

4.1 The Board of Directors may consist of the Executive Officers, the Past President and a maximum of three Directors at Large. The minimum requirement for the Board shall consist of three Directors.

4.2 The Board shall, subject to the Bylaws and directions given to it by a vote at a General Meeting, have full control and management of the affairs of the Society.

4.3 Executive Officers

4.3.1 President

The President shall:

- preside at any meetings of the Society or the Board. In his/her absence, the Vice-president shall chair the meeting and in the absence of both, a chair may be selected from Directors at the meeting to preside.

- be an ex-officio member at all committees.

- present a year-end report at the Annual General Meeting.

4.3.2 Vice-president

The Vice-president shall:

- carry out the duties of the President in the event of the President's absence and any other duties as may be assigned from time to time by the Board.

4.3.3 Secretary

The Secretary shall:

- have charge of all the correspondence of the Society and the minutes of its meetings, and be under the direction of the President and the Board. Writing of specific items or classes of correspondence may be done by a Director or a Committee chair as specified by the Secretary. In the case of the absence of the Secretary at any Meeting, his/her duties shall be discharged by a Society Member as may be appointed by the meeting chair.

4.3.4 Treasurer

The Treasurer shall:

- receive all money paid to the Society and shall be responsible for the deposits in whatever bank the Board may order.

- maintain a full account of receipts and disbursements and present interim financial statements to the Board whenever requested. The Treasurer shall prepare an audited financial statement to the Annual General Meeting and submit a copy of the same to the Secretary.

4.4 Other Directors

4.4.1 Past President

The Past President shall:

- be the previous elected President of the Society. If this person is unavailable, the Board may select one of the other past Presidents.
- provide continuity and advice based on previous experience in presiding over the Society.

4.4.2 Director at Large

A Director at Large shall:

- promote the Society to the general public, participate on committees and perform selected duties as assigned from time to time by the Board.

4.5 Board Elections and Term of Office

4.5.1 Executive Officers are elected by Members at the Annual General Meeting. The Past President and Directors at Large are appointed by a motion at the Board.

4.5.2 The term of office for Directors expires at the next Annual General Meeting. There are no limits to the number of re-elections for an Executive Officer or re-appointments for an Other Director. A Director must be a Member of the Society.

4.5.3 A Director may be removed from the Board at a General Meeting by two-thirds of the Society Members. Removal of Directors shall require notice of motion in a Society Announcement at least one month prior to the Membership vote.

4.5.4 If a Director is unable to carry out his/her duties or is removed from the Board, then the remaining Directors may appoint a replacement from the Society Members. A replacement is mandatory if the Director is a President, Treasurer or Secretary. The replacement shall serve until the next Annual General Meeting.

4.6 Board Meetings

4.6.1 Board meetings shall be held as often as required, but at least 4 times a year, and shall be called by the President, with a minimum of 2 days prior notice by electronic mail or phone. The meetings may be conducted in person or, if agreed to by the Board, by means of electronic or other communication facilities as to permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

4.6.2 A Board Meeting quorum consists of 2 Executive Officers plus another Director who may or may not be an Executive Officer.

4.6.3 If there is no quorum, the President or chair shall adjourn the meeting. If adjourned, the meeting may be rescheduled to the following week.

4.6.4 If a Board meeting is held, with a quorum present, but without the minimum notice, any voting transactions at such meeting must be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.

4.6.5 Votes shall be made by show of hands or by electronic vote.

4.6.6 The President, or chair, does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.6.7 Meetings of the Board are open to Members of the Society, but only Directors may vote. Any person who is not a Director may be required to leave the meeting by a vote of the Board.

4.7 Remuneration

4.7.1 Unless authorized at a Board meeting, and after a Society Announcement, no Director shall receive any remuneration for services to the Society.

5. Committees and Representatives

5.1 The Board may appoint standing and ad hoc committees, and representatives to external organizations. These shall report to the Membership and to the Board as often as the latter shall require.

5.2 Standing Committees

5.2.1 A representative of each standing committee shall be selected by the standing committee to provide liaison with the Board and attend Board meetings when required.

5.2.2 Each Standing committee shall submit a written report to the Annual General Meeting.

5.2.3 Standing committees may include, but are not limited to: Interpretive Program, Communications, Issues, Programming and Field Trips.

5.3 Ad hoc Committees

5.3.1 Ad hoc committees may be established by the Board from time to time to accomplish a specific task.

5.3.2 The ad hoc committee shall report to the Board.

5.3.3 Ad hoc committees may include, but are not limited to: nominations, awards and fund raising committees, and committees to investigate specific conservation concerns. Once the task is completed, the committee is thanked and disbanded.

5.4 Representatives to External Organizations

5.4.1 Each Representative to an External Organization shall report to the Board and submit a written report to the Annual General Meeting.

6. Auditing

6.1 The books, accounts and records of the Treasurer shall be audited at least once each year by two Members of the Society appointed for that purpose, or by an accountant with a professional designation.

6.2 The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting or at any other time upon giving suitable notice and arranging a time satisfactory to an Executive Officer.

6.3 Directors can rely on the accuracy of any statement or report prepared by the Society's auditor(s). Directors are not held liable for any loss or damages as a result of acting on that statement or report.

7. Storage of Records

7.1 Copies of the Society records, including Society and Board minutes and financial statements, and any additional information deemed important by the Board, shall be stored at a secure site, at a frequency and location determined by the Board.

8. Borrowing Powers

8.1 The Board may borrow money, if such be necessary, in such manner as it considers most suitable, provided that no such action be taken without consent in writing of all the Directors.

9. Insurance and Protection

9.1 The Society shall maintain insurance coverage to make a best effort to help protect its Directors, and other people specified as insured in the insurance policy(ies), from liability associated with Society activities.

9.2 The protection provided in clause, 9.1, is strictly limited by the coverage and clauses in the insurance policy(ies) and by the amount paid by the insurance company(ies) to cover any particular claim.

9.3 The insurance policy(ies) documents shall be made available to any Member of the Society upon request.

10. Resolution of Disputes

10.1 If any committee duly appointed by the Board, or Board Members, or Employees, or Volunteers, or other Members of the Society have a difference of opinion or dispute in

any matter arising out of the affairs of the Society, the Executive shall discover the matter and pass opinion to the Board, which the Board may ratify.

11. Dissolution

11.1 In the event that the Society shall disband, or be dissolved or liquidated at any time in the future, all of its assets and properties remaining, after all debts have been paid, shall be transferred to some other non-profit charitable organization or organizations which have objectives similar to those of the Society and which have been selected by the Board beforehand and confirmed by a vote at a General Meeting. The recipient organization(s) must be a designated charitable organization as specified by the Revenue Canada Income Tax Act.

12. Amendment of Bylaws

12.1 These Bylaws may be amended by a Special Resolution at any General Meeting by a 3/4 majority of the Members present, provided that the amendments have been presented in writing at a previous meeting and sent to Members physically or electronically at least 21 days prior to the vote.