

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
<p style="text-align: center;">1- DEFINITIONS</p> <p><i>The following definitions shall apply to all Club bylaws and resolutions unless otherwise specified.</i></p> <p>1 “ACT” shall mean the <i>Corporations Act of Ontario</i>, and any Act that may be substituted therefor, as from time to time amended.</p> <p>1.1 “BOARD” means the Board of Directors of the Club.</p> <p>1.2 “BYLAWS” means these bylaws and all other bylaws of the Club.</p> <p>1.3 “CLUB” means the Thunder Bay Fields Naturalists, incorporated as a Corporation without share capitol under the <i>Act by Letters Patent</i> dated the 20th day of November, 1978.</p> <p>1.4 “MEETING” includes an annual meeting, special meetings, and regularly scheduled meetings of the members.</p>	<p style="text-align: center;">1- DEFINITIONS</p> <p><i>The following definitions shall apply to all Club By-laws.</i></p> <p>1.1- “Act” means the Corporations Act of Ontario. RSO 1990 Ch. 38, as amended 2010 and following.</p> <p>1.2- “Board” and “Director” refers to the Board of Directors of the Club and any member of the Board.</p> <p>1.3- “By-laws” means these and any other By-laws of the Club.</p> <p>1.4- “Constitution” refers to the Club’s “Letters Patent” as set out in our incorporation.</p> <p>1.5- “Club” means the Thunder Bay Field Naturalists Club.</p> <p>1.6- “Meeting” includes regularly scheduled general meetings of the Club, and any special, annual, or Board of Directors meetings.</p> <p>1.7- “Members” are persons who hold current membership in the Club, and are collectively the ‘shareholders’ of the Club.</p> <p>1.8- The words “He” and “She” shall be considered gender neutral.</p>
<p style="text-align: center;">2 - MEMBERSHIP</p> <p>2.1 ELIGIBILITY Membership shall be open to all persons interested in nature and the environment as provided by the Letters Patent of the Club</p> <p>2.2 CLASSES OF MEMBERSHIP There shall be seven classes of membership</p> <p>2.2.1 INDIVIDUAL MEMBERSHIP</p> <p>2.2.2 FAMILY MEMBERSHIP Family Membership shall include at least one adult and any other members of his/her immediate family. Persons under 16 are eligible to enrol in the Club’s junior program. Persons over 18 are eligible to vote on Club matters and to hold office.</p> <p>2.2.3 STUDENT MEMBERSHIP Student members shall be persons under 18 years or enroled in full-time secondary education. Student members shall not have the right to hold office or vote while under 18 years.</p> <p>2.2.4 SENIOR MEMBERSHIP Senior members shall be those adults 65 and over. They are eligible to vote and hold office.</p> <p>2.2.5 CORRESPONDING MEMBERSHIP Corresponding members shall have the right to receive Club publications. They shall not have the right to vote or hold office.</p> <p>2.2.6 LIFE MEMBERSHIP Life Members shall be over 18 years of age. They will become Life Members on payment of a sum determined by the Board of Directors. They are eligible to vote on Club matters and to hold office.</p> <p>2.2.7 HONORARY LIFE MEMBERSHIP Honorary Life Members shall be appointed by the Directors from the membership for providing leadership of service to the Club. They are eligible to vote on Club matters and to hold office.</p>	<p style="text-align: center;">2 - CLUB MEMBERSHIP</p> <p>2.1- Membership shall be open to all persons interested in nature and the environment.</p> <p>2.2- Club memberships are not transferable, nor are dues refundable.</p> <p>2.3- The fee for annual memberships shall be determined by a two-thirds majority vote of members in attendance at a general Meeting, after due notice of a change in fees given by the Board of Directors at least a month in advance. Any changes shall take place in the calendar year following.</p> <p>2.4- There shall be six (6) classes of membership. All Members 18 years of age or older are eligible to vote and hold office.</p> <p>2.4.1- Individual- Persons over the age of 18 years.</p> <p>2.4.2- Family- Members of the same immediate family residing at the same address.</p> <p>2.4.3- Student- Must be under 18 years, or be enrolled as a full-time student.</p> <p>2.4.4- Senior- Persons aged 65 years and older.</p> <p>2.4.5- Life- Persons over 18 years who have paid a sum of money as determined by the Board in lieu of annual dues.</p> <p>2.4.6- Honorary Life- Persons who are named by the Board in recognition of outstanding service to the Club. They are not required to pay annual dues, and are entitled to vote and hold office.</p> <p>2.5- Receiving the quarterly Club publication, Nature Northwest, and Member access to the Website are benefits of membership.</p> <p>2.6- The Club membership list is considered confidential, and shall not be sold or otherwise provided for any other purpose, except as required for Club use.</p>

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
<p>2.3 TERMS OF MEMBERSHIP The interest of a Club member is not transferable (see Articles 2.4 and 2.5).</p> <p>2.4 RESIGNATION Members can resign by written notice to the Membership Chairman. A member resigning before year end shall not be entitled to any refund of dues (see Articles 2.5 and 7.3).</p> <p>2.5 ANNUAL MEMBERSHIP DUES</p> <p>2.5.1 Annual membership dues shall be established from time to time, after due notice, by a vote of the members present at a meeting, and shall take effect in the next calendar year.</p> <p>2.5.2 Honorary Life members are not required to pay dues.</p> <p>2.5.3 Memberships are due and payable annually and shall run from January 1st to December 31st each year. However, new members joining after September 1st shall have their membership extended to December 31st of the following year. Members in default of payment of dues on February 28th shall cease to be members.</p>	
<p style="text-align: center;">3. BOARD AND COMMITTEES</p>	<p style="text-align: center;">3. THE BOARD OF DIRECTORS</p>
<p>3.1 OFFICERS The Officers of the Club shall include President, Vice-President, Recording Secretary, Treasurer, and such other Officers as the Board may determine</p> <p>3.2 NUMBER OF DIRECTORS AND QUORUM The affairs of the Club shall be managed by its Board of Directors. Until changes in accordance with the Act, the number of Directors shall be eleven (11), of whom six (6) shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may act if constituting a quorum.</p> <p>The Directors shall each have one or more of the following positions and responsibilities.</p> <p>3.2.1 PAST PRESIDENT/CHAIR OF THE NOMINATING COMMITTEE</p> <p>3.2.2 PRESIDENT</p> <p>3.2.3 VICE-PRESIDENT</p> <p>3.2.4 SECRETARY</p> <p>3.2.5 TREASURER</p> <p>3.2.6 FON REPRESENTATIVE</p> <p>3.2.6.1 Must be on the Club Executive</p> <p>3.2.6.2 May be combined with another executive position</p> <p>3.2.6.3 Must be prepared to serve on the Board of Directors of the Federation of Ontario Naturalists if elected by other FON representatives in his/her region</p> <p>3.2.7 EDITOR AND CHAIR, EDITORIAL COMMITTEE, NATURE NORTHWEST</p> <p>3.2.8 MEMBERSHIP CHAIR</p> <p>The responsibility for membership records and dues shall be that of the person in charge of circulation and mailing for Club the publication.</p> <p>3.2.9 DIRECTORS AT LARGE</p> <p>Two (2) or more Officers to whom various responsibilities shall be delegated by the Directors as a whole. These duties shall include programs for the members²</p>	<p>3.1- The affairs of the Club shall be managed by a Board of Directors elected annually by the general membership at the November meeting. Directors must be 18 years of age or older, and be and remain, a Member of the Club. Each elected Director, up to a maximum of eleven, is expected to serve a two-year term.</p> <p>3.2- The first meeting of a new Board of Directors shall take place at the call of the retiring President, and regular monthly meetings shall be held at the pleasure of the Board. Retiring Directors are invited to attend the first meeting of the new Board to facilitate the orderly transfer of responsibilities.</p> <p>3.3.1- The Board of Directors shall select from among themselves persons to fill the positions of President, Vice-President, Secretary, and Treasurer. They become the Officers of the Club and are responsible for its day-to-day operations.</p> <p>3.3.2- Other Directors shall take responsibility for activities of the Club, including representation on Committees as determined at the first meeting of a new Board of Directors.</p> <p>3.4- Officers are authorized to sign official documents of the Club. Any two signatures of Officers shall have the power to bind the Club. Other Club Members may be afforded signing authority by the Board, for specific purposes and periods of time.</p> <p>3.5- The retiring President shall, if that person accepts, be named a Director and Past President.</p>

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
<p>meetings and annual dinner, field trips, juniors' programs and trips, publicity, fundraising, nature reserves, etc.</p> <p>3.3 QUALIFICATIONS _____ No person shall qualify as a Director unless he or she is 18 or more years of age and shall be a member of the Club at the time of the election and throughout the term of office (see Articles 2.3, 2.3, and 2.5).</p> <p>3.4 NOMINATING COMMITTEE _____ The President shall appoint a Nominating Committee at the September meeting. The Committee shall be chaired by the Past President. The Committee shall present a slate of Officers and Directors at the November meeting and nominations shall be accepted from the floor at this time.</p> <p>3.5 ELECTION OF BOARD AND TERM OF OFFICE _____ The whole Board shall be elected at the November meeting and will hold office from January 1st to December 31st. each year or until their successors are duly elected. Retiring Directors shall be eligible for re-election. The election may be by a show of hands unless a majority of those present and voting decide to vote by ballot. Officers will be installed at the January meeting following Committee reports (see Articles 3.1, 3.3, and 5.1).</p> <p>3.6 REMOVAL OF DIRECTORS _____ The members may, by resolution passed by at least two-thirds of the votes cast thereon at a meeting called for the purpose, remove any Director before the expiration of the term of office and may, by majority vote at that meeting, elect any member in his or her stead for the remainder of the term.</p> <p>3.7 VACATION OF OFFICE The office of Director shall be vacated upon the occurrence of any of the following events:</p> <p>3.7.1 If, by notice in writing to the Club, the Director resigns and if such resignation is not effective immediately, it becomes effective in accordance with the terms of the resignation;</p> <p>3.7.2 If an order is made declaring the Director mentally incompetent or incapable of managing his or her affairs;</p> <p>3.7.3 If the Director ceases to be qualified as provided in Article 3.3;</p> <p>3.7.4 If the Director has been removed from office by resolution as provided in Article 3.6;</p> <p>3.7.5 If a receiving order is made against the Director or if an assignment is made under the Bankruptcy Act.</p> <p>3.8 FILLING VACANCIES Vacancies on the Board may be filled for the remainder of the term of office either by the members at a meeting called for this purpose or by the Board.</p> <p>3.9 REGULAR BOARD MEETINGS The Board may appoint a time and a place for regular meetings. Notice of meetings of the Board, stating the time and the place, shall be given to each Director, but no other notice shall be required for any such regular meeting.</p> <p>The January meeting shall include both the newly elected Board and the retiring Board members. The purpose of this meeting is to facilitate an orderly turning over of responsibilities, minute books, and accounting records as well as a briefing on all committee operations (see Article 3.5).</p>	<p>3.6- A Director may resign from the Board by written notice. The Board shall have the power to name a successor for the balance of the calendar year. A Director ceases to hold office if he is declared to be bankrupt or is removed from office by a two-thirds majority vote of Members at a meeting called for that purpose.</p> <p>3.7- A Director who is absent from three successive Board meetings without providing reasonable cause may be considered as having resigned from the Board.</p> <p>[See Article 3.3.2.]</p>

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
<p>3.10 CALLING OF OTHER BOARD MEETINGS Other Board meetings may be held from time to time at the call of the President or any two Directors. Notice of the time and place of every meeting so called shall be give to each Director not less than 48 hours (excluding Saturdays, Sundays, and statutory holidays) before the time the meeting is called. No notice of meeting shall be necessary if all the Directors are present or if those absent waive notice of, or otherwise signify consent to such a meeting being held.</p> <p>3.11 FIRST MEETING OF NEW BOARD Providing that a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board takes office (see Articles 3.2 and 3.5).</p> <p>3.12 VOTING At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of a tie vote the Chairperson shall have the deciding vote if he or she has not already vacated the chair to vote.</p> <p>3.13 INTERESTS OF DIRECTORS IN CONTRACTS Subject to provisions of the Act.</p> <p>3.13.1 No Director shall be disqualified by his or her office from contracting with the Club.</p> <p>3.13.2 Nor shall any contract or arrangement entered in to by or on behalf of the Club with any Director or in which any Director is interested to be liable to be avoided:</p> <p>3.13.3 Nor shall any Director contracting or being so interested to be liable to account to the Club or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.</p> <p>3.14 DECLARATION OF INTEREST It shall be the duty of every Director of the Club who is in any way interested in (1) a contract or (2) an arrangement or (3) a proposed contract or (4) a proposed arrangement with the Club, to declare such interest, as required by the Act. In the event of a declaration of interest, the Director so declaring shall not vote on any matters relating to such interest.</p> <p>3.15 REMUNERATION The Directors shall serve as such without remuneration. Nothing herein shall preclude any Director from serving in any other capacity and receiving compensation therefor.</p> <p>3.16 COMMITTEES The Board of Directors may, by resolution, create one or more committees for projects to be undertaken by the Club. These committees may either be permanent standing committees or time-limited ad hoc committees. These committees shall include one or more members of the Board. All committees shall be accountable to the Board and shall report to the Board and members as required in the terms of reference. If the Chairperson of a committee is not a Board member, he or she is requested to attend Board meetings as a non-voting member (see Articles 7.3, 7.4, 7.5, 6.6, 7.7, and 7.8).</p> <p>3.16.1 The terms of reference shall include:</p> <p>3.16.1.1 The name of the committee</p>	<p>3.8- Any Director who believes that he may have a conflict of interest - financially or morally - with a matter to come before the Board, shall immediately identify to the Board such believed conflict, and refrain from entering into discussion or vote on such matter. The Secretary shall record in the Minutes the declared conflict. The Board should refer to the more comprehensive policy regarding "conflict of interest."</p> <p>3.9- Directors shall serve without remuneration, except that the Board may approve payment of out-of-pocket expenses to Directors for assigned duties when valid receipts are presented.</p> <p>[See Article 8.]</p>

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
<p>3.16.1.2 The purpose of the committee 3.16.1.3 The names of the chairperson, recording secretary and treasurer: In the case of permanent committees, the chairperson may keep the records and the club treasurer shall act as the committee treasurer 3.16.1.4 The ad hoc committees' expected time limit (from _____ to _____) 3.16.1.5 The sources of funding and the amount 3.16.1.6 The date(s) of expected report(s) and membership 3.16.1.7 Such other matters as the Board may deem expedient (see Articles 4.4 and 7.7).</p>	
<p>4. DUTIES OF OFFICERS</p>	
<p>4.1 PRESIDENT _____ The President shall be responsible for the management of the Club subject to the authority of the _____ Board. 4.2 VICE-PRESIDENT _____ During the absence or disability of the President, his or her duties shall be performed and his or her powers exercised by the Vice-President. 4.3 RECORDING SECRETARY _____ The Recording Secretary shall: 4.3.2 Attend and be the Secretary of all meetings of the members and Directors and enter minutes of all proceedings in books kept for that purpose; 4.3.3 Be the custodian of all books, papers, records, documents and other instruments belonging to the Club 4.3.4 As required by law, complete and mail annually all government returns, notices, and incorporation documents, & 4.3.5 Receive a copy of the minutes from the meetings of all committees for the information of the Directors and the Membership. At the conclusion of each committee's terms of reference all original minutes shall be provided to the Secretary for final audit purposes (See Article 3.16). 4.4 TREASURER _____ The Treasurer shall: 4.4.1 Keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Club; 4.4.2 Under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursements of the Club; 4.4.3 At year end, turn over all accounting books and records to the Auditor (See Article 9); 4.4.4 Receive the financial records of all committees for the purpose of an annual audit or at the conclusion of the committee's terms of reference, whichever comes first; and 4.4.5 Submit an annual audited financial statement to the Board which is to be distributed to all members. 4.5 VARIATION OF DUTIES _____ From time to time the President or the Board may add to, vary or limit the duties of any Officer or Director.</p>	
<p>5. MEETINGS OF MEMBERS</p>	<p>4. MEETINGS OF MEMBERS</p>
<p>5.1 ANNUAL MEETING The Annual Meeting of the members shall be held in January of each year for the purpose of receiving committee</p>	<p>4.1- Regular meetings of the general membership of the Club shall be held monthly in the City of Thunder Bay, at a time and place so advertised in the Club Newsletter, during the months</p>

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
<p>reports and statements as required by the Act. The installation of new Officers or Directors shall occur at this meeting (See Article 3.3).</p> <p>5.2 SPECIAL MEETINGS ———— The Board or President shall have the power to call a special meeting of the members at any time. Notice of a special meeting of members shall be given at least 48 hours in advance of the meeting and shall state the general nature of the business to be transacted at it.</p> <p>5.3 PLACE OF MEETINGS ———— Meetings of the members shall be in the city of Thunder Bay, Ontario, or at such other place as determined by the Board.</p> <p>5.4 NOTICE OF REGULAR MEETINGS ———— Written notice shall be sent by regular mail to each member at least ten days prior to the date of a regular meeting, to the addresses on the membership list. The meeting notice shall contain at least the time and place of each meeting.</p> <p>5.5 CHAIRPERSON, SECRETARY, AND SCRUTINEERS The President, or in his or her absence, the Vice-President shall be the chairperson of any meeting of members or Directors. If no such Officer be present within fifteen minutes of the appointed time to start, the members present and entitled to vote shall choose one of their number to be chairperson. If the Recording Secretary is absent, the chairperson shall appoint a Recording Secretary. If scrutineers are desired for ballot or recorded votes, they may be appointed by resolution or by the chairperson with the consent of the meeting (see Article 3.2).</p>	<p>of September, October, November, January, February, March, and April. The February meeting may be designated as a ‘Dinner’ meeting.</p> <p>4.2- The January Meeting shall be the Annual Meeting as required by the Act. The annual reports of committees shall be received and the new Officers of the Club shall be presented to the membership.</p> <p>4.3- Special Membership meetings may be called by any two Directors, with the approval of the Board, providing two week’s notice is given to all Members, with the reason for the Meeting provided.</p> <p>4.4- The President, or in his absence the Vice-President, shall Chair general Membership Meetings. The Secretary, or an acting secretary, shall record the proceedings of such Meetings.</p> <p>4.5- Field Trips conducted by authority of the Club shall be led by Board approved persons. At all times safety shall be of uppermost importance. Participants need not be members of the Club. Children under 18 years of age must be under the personal control of a parent or guardian or a waiver must be signed by a parent or legal guardian following full disclosure of information about the trip to this person by the Field trip leader. All participants will be required to sign a waiver which relieves the Club of personal liability.</p>
	<p>5. CONDUCT OF MEETINGS</p> <p>5.1- All Meetings of the Club shall be conducted in accordance with normal parliamentary procedure. “Roberts Rules of Order” may be cited as a reference.</p> <p>5.2- Six Directors shall form a quorum at a Board meeting, and twenty-five members shall form a quorum at a general Meeting.</p> <p>5.3.1- Voting on resolutions shall normally be by show of hands of those Members present. A simple majority, except as required elsewhere in these By-laws, shall rule. Each eligible Member shall have one vote.</p> <p>5.3.2- The Chair of a Meeting may request that a ‘motion’ or ‘resolution’ proposed by a Member be in writing and signed by the ‘mover’ and ‘seconder.’</p> <p>5.3.3- All motions or resolutions must be seconded before debate is allowed.</p> <p>5.3.4- At Board meetings, a recorded vote may be requested by a Director. Any two Directors may request a secret ballot vote on a resolution. A Director may, upon request, be recorded as being against a resolution.</p>
<p style="text-align: center;">6. PROTECTION OF OFFICERS AND DIRECTORS</p> <p>6.1 LIMITATION OF LIABILITY Every Director and Officer of the Club in exercising his or her duties shall act honestly and in good faith with a view to the best interests of the Club. He or she shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances Subject to the foregoing, no Director or Officer shall be liable for:</p> <p>6.1.1 The acts, receipts, neglects or defaults of any other</p>	<p>[See Article 7.]</p>

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
<p>Director, Officer or employee, or</p> <p>6.1.2 Joining in any other receipt or other act for conformity, or</p> <p>6.1.3 Any loss, damage or expense happening to the Club through insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested, or</p> <p>6.1.4 Any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, bylaw securities or effects of the Club shall be deposited, or</p> <p>6.1.5 Any loss occasioned by any error of judgment or oversight on his or her part, or</p> <p>6.1.6 Any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office in relation thereto.</p> <p>However, nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.</p> <p>6.2 INDEMNITY</p> <p>Subject to the Act, the Club shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Club's request as a Director or Officer of a body corporate of which the Club is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Club or such body corporate, if:</p> <p>6.2.1 He or she has acted honestly and in good faith with a view to the best interests of the Club; and</p> <p>6.2.2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.</p> <p>The Club shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.</p> <p>6.3 INSURANCE</p> <p>Subject to the Act, the Club may, from time to time, purchase and maintain such insurance for the benefit of any person referred to in Article 6.2 or any other liability coverage.</p>	
<p style="text-align: center;">7. CONDUCT OF BUSINESS</p>	<p style="text-align: center;">6. CONDUCT OF BUSINESS</p>
<p>7.1 HEAD OFFICE</p> <p>The head office address shall be Box 10037, Thunder Bay, Ontario, P7B 6T6.</p> <p>7.2 CORPORATE SEAL</p> <p>The corporate seal of the Club shall be in the form impressed thereon, until changed in accordance with the Act. The seal and incorporation papers are to be in a location determined by the Board from time to time.</p> <p>Last known location _____</p> <p>Date of motion _____</p>	<p>6.1- The Head Office of the Club shall be located in Thunder Bay, Ontario. Where a postal box address is unacceptable, the resident address of the President or Secretary may be listed.</p> <p>6.2- The financial year of the Club shall be the calendar year.</p> <p>6.3- Banking and financial transactions shall be conducted with institutions satisfactory to the Board.</p> <p>6.4- All monies are payable only to the "Thunder Bay Field Naturalists Club". Some payments and charitable donations may be directed to or for a specific purpose. Only the Treasurer shall have the authority to issue and sign charitable</p>

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
<p>7.3 FINANCIAL YEAR The financial year of the Club shall be from January 1 to December 31 each year or as amended from time to time (see Articles 4.3.5 and 4.4.3).</p> <p>7.4 EXECUTION OF INSTRUMENTS Deeds transfers, assignments, contracts, obligations, certificates, and any other instruments shall be signed on behalf of the Club by any two of President, Vice-President, Recording Secretary, or Treasurer. Any person authorized to sign an instrument on behalf of the Club may affix the corporate seal thereto.</p> <p>7.5 BANKING ARRANGEMENTS The banking business of the Club shall be transacted with banks or trust companies as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize.</p> <p>7.6 COMMITTEE FINANCES Any committee receiving revenue that has a surplus of funds upon termination of its terms of reference, shall turn any surplus funds over the Treasurer of the Club for deposit into the Club's general funds (see Articles 3.16 and 7.5) Any ad hoc committee receiving revenue that has a surplus of funds upon termination of its terms of reference, shall turn any surplus over to the Treasurer of the Club for deposit into the Club's general funds (see Articles 3.16 and 7.5). Any committee projecting a deficit at any time must report such to the Board and receive permission or denial to proceed or commit the Club to any deficit (see Article 3.16).</p> <p>7.7 EMPLOYEES The Board shall approve the hiring of any employee by a committee. Employees shall be accountable to the committee hiring. Payment of wages and termination shall be in keeping with the terms of reference of each committee requiring employees, and in accordance with all applicable law (see Articles 3.14 and 3.16).</p> <p>7.8 AGENTS AND ATTORNEYS The Board may appoint agents or attorneys for the Club with such powers as the Board sees fit.</p>	<p>donation receipts.</p> <p>6.5- Authority for the purchase or acquisition of any service or asset shall be vested in the Board.</p> <p>6.6- The records of the Club shall be maintained in accordance with Part 7 of the Act.</p> <p>6.7- The Board or the general membership may order an 'Audit' undertaken by a qualified professional, or a 'Financial Review' undertaken by knowledgeable Members, of the Club finances when deemed necessary.</p>
<p>[See Article 6.]</p>	<p style="text-align: center;">7. INDEMNITY</p> <p>7.1- Subject to the Act, the Club shall provide Directors Liability insurance to Board members in an amount acceptable to the Directors.</p> <p>7.2- Directors are protected from liability, and are indemnified for actions taken by the Club, in accordance with the Act.</p> <p>7.3- The Club shall ensure sufficient General Liability insurance to Members and their guests during Meetings and Field Trips, and property protection insurance for Nature Reserves and buildings erected on them.</p>
<p>[See Article 3.16.]</p>	<p style="text-align: center;">8. COMMITTEES</p> <p>8.1- The Board may establish, by resolution, "Standing" (permanent) and "Ad Hoc" (temporary) committees for the</p>

<p style="text-align: center;">EXISTING Constitution and By-Laws (as amended 1998)</p>	<p style="text-align: center;">PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012</p>
	<p>purpose of achieving stated objectives. At least one member of any Standing Committee shall be a Director, except that the Board may authorize any Member to act as its representative. The President or a designate from among the Board of Directors shall be an ex-officio member of all Committees.</p> <p>8.2- Standing Committees shall hold formal meetings, issue regular reports, or provide other forms of communication, to the satisfaction of the Board.</p> <p style="text-align: center;">9. PUBLICATIONS</p> <p>9.1- In accordance with our Letters Patent, the Club may produce and dispense, or sell, literature that is relative to our mandate.</p> <p style="text-align: center;">10. COMMUNICATION</p> <p>10.1- Where suitable, the Board may communicate verbally, or by news media, postal service, or electronic mail with Members, with other organizations, or with the general public.</p> <p>10.2- The Club may operate an electronic “Internet Website” for the purpose of disseminating information about the Club and any other matters deemed purposeful.</p>
<p style="text-align: center;">8. AFFILIATION</p>	<p style="text-align: center;">11. AFFILIATIONS</p>
<p>The Club shall pay affiliation fees to the organizations approved annually by the Board or as by agreement.</p>	<p>11.1- The Board may authorize membership in appropriate organizations that share the Club's values.</p> <p style="text-align: center;">12. NATURE RESERVES</p> <p>12.1- The Club will conduct its Nature Reserves program using the most current published “Canadian Land Trust Standards and Practices” as its guidelines.</p> <p>12.2- In the event that the Club ceases to exist, title to the Reserves shall be deeded to accredited organizations having the same objectives, or as required by legal contracts previously agreed to by the Club.</p>
<p style="text-align: center;">9. AUDITORS</p>	<p>[See Article 6.7.]</p>
<p>The Auditor shall be appointed by the membership at the November Meeting (see Articles 3.5, 4.4, and 7.3).</p>	
<p style="text-align: center;">10. BYLAWS AND AMENDMENTS</p>	<p style="text-align: center;">13. CLUB BY-LAWS</p>
<p>10.1 Thirty days notice of motion shall be given to the members prior to the introduction of any change or addition to the bylaws. Any such change or addition must be carried by a two-thirds majority vote of the members present and eligible to vote (see Article 2.2).</p> <p>10.2 Any amendment shall take effect immediately on passage, except for change in membership dues (see Article 2.5).</p>	<p>13.1- By-law changes or amendments shall be approved by the Board before being presented to the membership.</p> <p>13.2- The membership shall be given at least one month’s advance notice of the proposed presentation of new or amended By-laws.</p> <p>13.3- The proposed By-law changes or amendments must receive a two thirds majority of voters at a general membership meeting where such proposals have been advertised.</p> <p>13.4- New By-laws shall come into effect immediately they are approved, except that changes to membership dues will not come into effect until January 01 of the year following approval.</p> <p>13.5- In the event of an extreme circumstance that negates the</p>

EXISTING Constitution and By-Laws (as amended 1998)	PROPOSED REVISIONS for possible vote by General Membership Jan. 24, 2012
	<p>conduct of the business of the Club; two Officers of the Board are empowered to temporarily authorize a person, in writing, to conduct a necessary activity until the Board or the Membership can satisfy that circumstance.</p> <p>13.6- The Board shall have the authority to develop and maintain 'policies' and 'procedures' which are intended to provide specific direction regarding the interpretation of these By-laws.</p>
	<p style="text-align: center;">14. DISSOLUTION</p> <p>14.1- In the event of dissolution of the Club by surrender of charter, the assets shall be distributed among selected charitable organizations having similar objectives, except where specific legal binding agreements already exist which determine the disposition of a Club asset.</p>