

ECOLOGY NORTH CONSTITUTION & BYLAWS

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Last updated: September 2017

I. Objectives

- A. To organize or participate in ecological projects in the areas of environmental education, sustainable living, and climate change.

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a) preserve and protect flora and fauna;

b) preserve, protect and restore clean air and water; and

c) to improve the urban environment of the Northwest Territories and Canada.

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- B. To educate and increase the public's understanding of the environment, sustainable living, and climate change by offering courses, seminars, conferences, and meetings and by collecting and disseminating information on those topics.
- C. To conduct research relating to the environment, sustainable living, and climate change and to disseminate the results of such research.

BYLAWS

II. Terms of Admission

- A. Any resident of the Northwest Territories who is interested in the conservation of the natural environment of the Northwest Territories is eligible for membership in the Society and shall be admitted upon the payment of the annual membership fee.
- B. Any other person may be admitted as an associate member without voting rights or eligibility for office upon the payment of the appropriate fee.
- C. Any person which the Society decides from time to time should be given an honorary membership without fee.

III. Rights of Members

- A. All members of the Society shall have the right to take part in all Society activities and to use all the facilities established by the Society for the promotion of its purpose, subject to regulations and the payment of such additional fees as the Directors <add> or Executive Director </add> may from time to time prescribe for specific activities.

IV. Obligations of Members

- A. Each member other than an honorary member shall pay an annual, three-year, or lifetime membership fee in an amount to be fixed by the members.

V. Withdrawal and Expulsion of Members

- A. Any member may withdraw from membership in the Society by notice in writing to the Directors or by non-payment of annual dues.
- B. Any member whose conduct is considered detrimental to the Society may be expelled by a majority vote of the members present at a general meeting of the Society at which there are not fewer than ten (10) members.
- C. A member, including a Director, may be suspended for sixty days by a vote of 2/3 of the current Directors if they consider the performance detrimental to the Society or if they consistently miss Board meetings. If the suspension is contested in writing by more than ten percent of the General Members within thirty (30) days then it will be put to a vote of the General Membership at a special meeting or by mail-in ballot. If the suspension is not contested, then at the end of sixty (60) days the Directors will have the option of expelling the member or Director.
- D. A member, including a Director, may be suspended for sixty (60) days by a petition signed by more than 1/3 of the current membership; at a regular membership meeting within that sixty (60) day period the Board of Directors will arrange a general discussion of the suspension. Through the voting process the suspended member may be expelled through majority vote.

VI. Meetings

- A. The Annual General Meeting of the Society shall be held between September 1st and December 31st each year.
- B. General and special meetings of the Society shall be held at the call of two of the Directors.
- C. Ten (10) percent of the members or, if there are fewer than one hundred (100) members, any ten (10) members may, by written notice, cause the Board of Directors to call a special meeting of the Society within fourteen (14) days of receipt of the demand in writing. Should the Board neglect or refuse to obey the written demand, the said

members may, at the expiration of fourteen (14) days call a special meeting of the Society themselves, which meeting shall be on at least ten (10) days notice as to time, place and purpose of the said special meeting.

- D. Ten (10) percent of the members or, if there are fewer than one hundred (100) members, any ten (10) members of the Society present shall constitute a quorum at general, special and annual general meetings with the exception of meetings to determine the expulsion of a member for cause.
- E. At any meeting of the Society, those present at the meeting may select a ~~chairman~~ <replace> chairperson by simple majority vote for the purpose of conducting business at the following meeting.
- F. Each member over the age of fifteen (15) is entitled to one vote on any motion or resolution at a general, special or annual general meeting. Associate members are not entitled to vote.
- G. At least fourteen (14) days advance written notice shall be required for each Annual General Meeting of the Society, the method to be determined by the Directors from time to time.
- H. The membership will strive to reach consensus on issues. In the event that voting is necessary, a simple majority will suffice. The only exception to this will be for changes to bylaws, which will require a 2/3 majority. In the event of a deadlocked vote the ~~chairman~~ <replace with:> chairperson may cast a ballot. In all other instances the meeting ~~chairman~~ <replace with:> chairperson will not vote.
- I. Votes by proxy will be accepted if they are received in response to a question circulated to the general membership. For example a question may be posed in a newsletter.
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- J. Any or all Directors may participate in a meeting of the Board or of a Committee of the Board by any remote communications option that permits all persons participating in the meeting to effectively communicate with one another, as agreed by those Directors present at the meeting. A Director participating in a meeting by such means is deemed to be present at the meeting.
- K. During a meeting, the unanimity of the Directors present can allow a motion to be deferred and voted upon via email. A motion is considered passed via email when 2/3 of directors vote in the affirmative. At the next board meeting, Directors will confirm their vote.
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VII. Directors

- A. Members shall elect from their own number five (5) to ten (10) Directors. If the number of Directors ever falls below five (5) then the remaining Directors will call a Special Meeting of the Society to elect new Directors.
- B. The election of the Directors shall take place at the Annual General Meeting of each succeeding year. Elected Directors shall serve for one year at the end of which time they may stand for re-election.
- C. The Directors shall be responsible for conducting the affairs of the Society in accordance with the objects set out in the application for information and the By-laws and amendments thereto. A majority of the Directors shall have the power to appoint any member of the Society to fill a vacancy in their number. ~~The Directors will notify the general membership at the next general meeting and through the next newsletter of their choice and the manner in which the selection was made.~~ <replace with:> The general membership can be notified of the new appointment at the next general meeting or through the Society's regular communications to the membership.

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e) ~~The Directors shall have the power to appoint from their own number a treasurer to serve for that term.~~

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- D. ~~The Board of Directors may appoint from their own number a chairperson, vice chairperson, secretary, human resources director, director of membership, director of fundraising or director of communications.~~ <replace with:> The Board of Directors may nominate from their own numbers individuals to serve in the position of Chair, Vice Chair, Secretary, Treasurer, Director human resources, Director of membership, Director of fundraising or Director of communications. The position of Chair will be chosen via two rounds of voting; starting with nominees who have served on the board for more than one year, then, if no nominee obtains a majority of votes, a second vote commences with the nominee with a plurality of votes becoming Chair.

- E. Half of the Directors will contribute a quorum at any Directors' meeting.

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- F. No board member shall serve on the board for more than 6 consecutive years, unless the Board unanimously votes via secret ballot to allow said member to seek reelection.

G. The position of Chair can not be held by the same director for more than 4 consecutive years.

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H. The Board may appoint the Executive Director who shall be responsible to the Board. The Board may appoint other salaried staff persons, who at the discretion of the Board, may report to the Executive Director or directly to the Board. Directors may not receive remuneration for their service as Directors. To reduce potential for conflicts of interest there will be a two month cooling off period prior to former directors being able to receive remuneration for services from Ecology North.

VIII. Borrowing Powers

A. The Directors may by 2/3 majority vote, borrow funds for the current operations of the Society, up to twenty-five thousand dollars (\$25,000). b) The Directors may, with the approval of two-thirds (2/3) majority of the members present at the Special meeting or Annual General Meeting, borrow funds for capital expenditures.

IX. Disposal of Funds

A. All money received by or on behalf of the Society shall be deposited in the Society's accounts at a charter bank agreed to by the Directors, in Yellowknife, Northwest Territories in trust for the Society.

B. All disbursements from the trust bank accounts shall be made by cheques signed by any two of: Treasurer, Executive Director or Director who is an authorized signing authority.

C. Disbursements from the ~~Bank Account~~ <replace with:> **Eco Home Endowment Fund** over \$1,000 must be agreed upon by (2/3) majority of the board. Values less than \$1,000 up to a cumulative total of \$10,000 per year will be reviewed and signed by any two of: Treasurer, Executive Director or Director who is an authorized signing authority. The Board, by resolution, may choose to establish a direct payroll deposit arrangement with a chartered bank. For the purposes of staff payroll, the Board shall designate any two of: Treasurer, Executive Director or Director who is an authorized signing authority to review and approve the payroll for a given payroll period.

X. Auditor

- A. At each Annual General Meeting a financial statement for the preceding year, duly certified by the Directors, shall be available for the inspection of the members.

XI. Seal and Signing Authority

- A. The seal of the Society shall consist of the word “seal” in a circle formed by the words “Ecology North”.
- B. The seal shall be kept in the custody of the office Manager and shall not be affixed to any instrument or document except by the authority of <add> the Executive Director or by </add> a resolution of the Directors.
- C. All Directors shall have the authority to sign instruments or documents on behalf of the Society.

XII. Making, Altering and Rescinding Bylaws

- A. Bylaws of the Society may be rescinded, altered or added to at the Annual General Meeting or by extraordinary resolution of the Society at a general meeting, and not otherwise. No rescission, alteration or addition shall have any effect until it has been registered by the Registrar of Societies.
- B. Proposed changes to the Society's bylaws must be circulated 30 days in advance of a meeting. Changes to bylaws require the membership to vote with a 2/3 majority.

XIII. Minutes of Meetings, Books and Records

- A. At each meeting of the Society or its Directors, a Secretary shall be appointed who shall be responsible for keeping minutes.
- B. The treasurer of the Society shall be responsible for ~~keeping~~ <replace with:> ensuring proper books of account for the Society.
- C. All books and records of the Society shall be open to inspection of all members at each Annual General Meeting. The books and records of the Society shall be made available for inspection by any member during regular business hours.

XIV. Fiscal Year

- A. The fiscal year of the Society shall end the 31st day of March in each calendar year.