

HALIBURTON HIGHLANDS FIELD NATURALISTS  
ARTICLES OF CONSTITUTION

Article 1 - NAME AND ADDRESS

- 1.0 The name of the organization shall be Haliburton Highlands Field Naturalists.
- 1.1 The mailing address of the organization shall be designated by the Board of Directors.

Article 2 - OBJECTIVES

- 2.0 The objectives of the organization shall be:
  - 2.1 To foster community interest in, and knowledge of, nature and nature-related subjects;
  - 2.2 To promote community awareness and understanding of relationships in nature through educational activities;
  - 2.3 To provide a community forum and advocate for matters of environmental concern.

Article 3 - NOT FOR PROFIT ORGANIZATION

- 3.0 The affairs of the organization shall be carried on without the purpose of material gain for its members.
- 3.1 The assets of the organization shall be used to carry out its objectives or, in the case of a winding up of affairs, transferred to a not for profit organization providing community benefits within the County of Haliburton, in the Province of Ontario.

Article 4 - MEMBERSHIP

- 4.0 Membership in the organization shall be open to individuals or groups of individuals who subscribe to the objectives of the organization and who pay an annual membership fee.
- 4.1 Each member or member group shall be entitled to one vote at any General or Special Meeting of the members of the organization.

Article 5 –BOARD OF DIRECTORS

- 5.0 Management of the organization shall be vested in a Board of Directors consisting of not less than six(6) and not more than twelve (12) members of the organization elected by a simple majority of members present at the Annual General (or any Special) meeting of the membership.
- 5.1 Directors shall be elected for a term of two (2) years with one half (1/2) of the directors being replaced each year if possible.
- 5.2 Vacancies created on the Board of Directors may be filled for the remainder of the original term through appointment of members by a quorum of the remaining directors.
- 5.3 A quorum shall consist of one half (1/2) plus one (1) of the number of directors elected at the immediately preceding General or Special Meeting of the membership.

## Article 6 – EXECUTIVE OFFICERS

6.0 Members of the Board of Directors who are Executive Officers of the organization shall be President, Vice-President. Secretary and Treasurer.

6.1 The President shall be the Chief Executive Officer of the organization with accountability to the members for general management of the organization's affairs. The President shall be an ex-officio member of all committees.

6.2 The Vice-President shall carry out the functions of the President during absences of the President and such other functions as may be agreed to by the Board of Directors.

6.3 The Secretary, in conjunction with the President, shall notify members of formal meetings, prepare agendas for and minutes of formal meetings, and shall be the custodian of all formal records of the organization.

6.4 The Treasurer shall ensure that treasury operations comply with finance policies and/or procedures adopted by the Board of Directors and with those of regulatory authorities: coordinate preparation and presentation of an annual budget and periodic financial statements; HHFN - Articles of Constitution and ensure that an annual audit review is conducted and presented to the Board of Directors and membership.

## Article 7 - COMMITTEES

7.0 The Board of Directors shall appoint such Standing Committees of members, each chaired by a director, as may be necessary to effectively and efficiently carry out the objectives of the organization. Such committees shall be re-appointed, if required, following each Annual General Meeting.

7.1 The Board of Directors shall appoint a Nominating Committee of members, chaired whenever possible by the immediate Past-President, at least thirty (30) days prior to the Annual General Meeting, to propose a slate of Directors and Executive Officers for election at the Annual General Meeting. Nominations may be presented by individual members or member groups to the Nominating Committee at least twenty-one (21) days prior to the Annual General Meeting. (Further nominations from the floor may be accepted at the AGM). The proposed slate of nominees shall be sent to all members not less than fourteen (14) days prior to the Annual General Meeting together with a notice of the meeting.

7.2 The Board of Directors may appoint such temporary committees, each chaired by a member of the organization, as may be necessary to accomplish specific tasks. Such committees shall be re-appointed, if required, following each Annual General Meeting.

## Article 8 - MEETINGS

8.0 Formal meetings of the Board of Directors shall be held not less than quarterly and a formal General Meeting for all members not less than annually.

8.1 The Annual General Meeting shall be held within one hundred and twenty (120) days of the close of the fiscal year (June 30).

8.2 Formal Special Meetings for all members shall be held at the call of the President or upon written request to the Secretary by not less than twenty (20) percent of the membership. Notice of such meetings shall be sent to all members not less than thirty (30) days prior to the meeting.

8.3 Any member may attend meetings of the Board of Directors and its Committees.

8.4 At general meetings, decisions shall be determined by a simple majority of the membership present.

#### Article 9 - FISCAL YEAR

9.0 The Fiscal Year shall be from the first day of July to the last day of June in the succeeding calendar year.

#### Article 10 - AMENDMENTS

10.0 Amendments to these Articles of Constitution shall be made by means of By-laws approved by a two-thirds (2/3) majority of members present at the Annual General Meeting.

10.1 Amendments may be proposed by individual members or groups of members in writing to the Secretary not less than sixty (60) days prior to the Annual General Meeting.

10.2 Proposed amendments shall be sent to all members not less than thirty (30) days prior to the Annual General Meeting.

10.3 The Board of Directors shall interpret the spirit of the Articles of Constitution and By-laws by adopting, amending or repealing such policies and procedures as may be appropriate to carrying on the affairs of the organization. Such policies and procedures shall be recorded in the minutes of formal meetings of the Board of Directors.

#### Article 11 – PRIVACY POLICY

11.0 The organization, through its Executive Officers and Board of Directors, will aim to comply with current privacy legislation. No personal information will be made available to other club members or to any individual or business outside of the organization without consent of individual members.

Adopted at the first General Meeting of the membership held at Bark Lake, Irondale, Ontario on September 18, 1992. Revisions were approved at the Annual General Meeting, August 27, 2006.