

By-law 2

Section 1 General

1.01 Definitions

In this by-law, unless the context otherwise specifies or requires:

- (a) "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "board" means the board of directors of the Society and "director" means a member of the board;
- (c) "Society" means the North American Native Plant Society;
- (d) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (e) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- (f) "body corporate" includes a company or other organization with legal personality wherever or however incorporated;
- (g) "corporation" means a body corporate incorporated or continued under this Act and not discontinued under this Act.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this bylaw.

1.03. Corporate Seal

The Society may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Society shall be the custodian of the corporate seal.

1.04 Execution of Documents

(a) Cheques

All cheques, bills, notes, acceptances and orders for the payment of money shall be signed or endorsed by such person or persons and in such manner as the board may from time to time by ordinary resolution provide.

(b) Certification of Proceedings

Copies of by-laws, resolutions or other records of proceeding of the board or members of the Society may be certified under the corporate seal of the Society by the recording secretary or in his or her absence by any other officer of the Society.

(c) Other Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

1.05 Financial Year End

Unless otherwise ordered by the board, the fiscal year end of the Society shall be December 31.

1.06 Banking

The banking business of the Society shall be transacted with such Canadian chartered banks or trust companies as may be designated by the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and arrangements as the board may from time to time prescribe and authorize, and all cheques of the Society shall be drawn in the name of the Society and signed on its behalf by such person or persons as the board shall, from time to time designate by ordinary resolution of the board.

1.07 Annual Financial Statements

The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, provide copies at the annual general meeting of the Society and any member may, on request, obtain a copy free of charge by prepaid mail or email.

Section 2 Membership

2.01 Membership Conditions

Subject to the articles there shall be one class of members in the Society. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Society.

Categories of membership and fees may be decided by the board from time to time. Fees may be changed at the discretion of the board, but in no case shall such fees exceed an amount that is reasonable in the circumstances.

**Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) if the Society has more than 250 members, by publication at least once in the newsletter of the Society that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held

(b) or by mail, courier, email or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

(c) The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Voting

At all meetings of members every member shall be entitled to cast one (1) vote, subject to the following:

The vote of a body corporate member is to be exercised by an individual whom that body corporate member so voting shall designate in writing as the official delegate.

All members entitled to vote may vote in person or by written proxy executed not more than three months prior to the date of voting.

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

Section 3 Membership Dues, Termination and Discipline

3.01 Membership Dues

Any person or body corporate may become a member of the Society upon payment of an annual membership fee.

3.02 Termination of Membership

Any member may withdraw from the Society by delivering his or her written resignation to the treasurer or membership secretary of the Society.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Society for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the board determines by ordinary resolution that a member should be expelled or suspended from membership in the Society, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may

make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Section 4 Meetings of Members

4.01 Persons Entitled to be Present

An annual general meeting of members of the Society shall be held each year to elect directors by ordinary resolution, to approve the financial statements of the past financial year, to appoint a public accountant and to conduct such other business as may be appropriate and shall be held at the head office of the Society or elsewhere in Canada at such time and on such date as the board may designate.

Members, non-members, directors and the public accountant of the Society are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

4.02 Quorum

Ten (10) members shall constitute a quorum at any meeting of members.

4.03 Votes to Govern

The affirmative vote of a majority of the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by the Act, the articles or this bylaw.

4.04 Public Accountant

The members of the Society shall at each annual general meeting appoint a public accountant to audit the accounts of the Society, if necessary, to hold office until the next annual general meeting provided that the board may fill any casual vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the board.

4.05 Special Meetings

The board shall have power to call a special meeting of members at any time.

Section 5 Directors

5.01 Election and Term

The term of any director shall not exceed three (3) years but any director may be re-elected or re-appointed for one additional three (3) year term to commence immediately following the expiry of the initial three (3) year term. A board member may subsequently be re-elected or re-appointed after one year from the expiry of his or her last term.

5.02. Vacancies

The office of a director shall be automatically vacated if:

- (a) he or she resigns by submitting his or her written resignation to the president of the Society;
- (b) at a meeting of the members at which a quorum is present, an ordinary resolution is passed that he or she be removed from office
- (c) his or her term expires; or
- (d) he or she does not renew his or her membership in the Society

If a vacancy occurs among the directors, the board may appoint by general resolution one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.

5.03 Management

The management of the business and property of the Society shall be vested in the board who shall conduct the affairs of the Society in the manner that is consistent with the by-law.

5.04 Membership on the Board of Directors

The board shall consist of three (3) to twenty (20) members of the Society plus an unlimited number of honorary directors. Honorary directors shall be individuals who bring special expertise or reputation to the Society but who are not necessarily active in the ongoing affairs of the Society. Honorary directors do not have a vote on board matters and do not count in determining a quorum for board meetings.

The board may also appoint patrons who will not have a vote on board matters and will not count in determining a quorum.

5.05 Remuneration

Directors may receive reimbursement of expenses incurred by them in attending meetings of the board, in performing their duties as directors, and in carrying out the business of the board of directors, however, no director shall receive any other remuneration for the performance of his or her duties as a director. Nothing in the by-laws of the Society shall be construed to preclude any member or director of the Society from providing services to the Society and receiving remuneration therefore in an amount not exceeding the fair market value of such services provided.

Section 6 Meetings of Directors

6.01 Calling of Meetings

Meetings of the board may be called by the chairperson or by any two directors at any time and place designated in the notice of the meeting.

6.02 Notice of Meeting

Notice of the time and place of each meeting of the board shall be given to each director not less than forty-eight (48) hours before the meeting, either by personal delivery, orally, by telephone,

by mail or by email to his address as it appears on the records of the Society. If mailed, such notice shall be deemed to be delivered four business days after deposit in the mail.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings at an hour to be named and no notice of such regular meeting need be sent.

6.04 Votes to Govern

Subject to Section 5.04 each board member shall have one (1) vote on matters requiring action by the board and 50% of the number of board members plus one shall constitute a quorum. Action may be taken at a meeting at which a quorum is present by a majority vote of those present except as otherwise required by the Act or the articles or this bylaw.

Board members who are not physically present at a board meeting but in contact by continuous uninterrupted two way voice communication (such as teleconferencing or videoconferencing) should be considered to be present.

In an emergency, where there is a good reason to make a decision before the next board meeting, the chair or his/her delegate may canvas the board and act on the advice of a majority of the board members until the decision can be ratified by the full board.

6.05 Committees

(a) Nominating Committee

The board shall appoint a nominating committee which shall present a slate of candidates for election to positions on the board at the annual general meeting.

Directors may also be nominated by any ten (10) members of the Society by writing to the recording secretary with the written approval of the nominee, at least twenty (20) days before the annual general meeting, and the names of such nominees shall be included on the ballot for the election of directors.

(b). Other Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by ordinary resolution of the board of directors.

6.06 Minutes

Minutes shall be kept of all meetings of the board. The minutes shall be paginated and circulated to all members of the board and approved with or without amendment and shall constitute the official record of the Society's proceedings.

Section 7 Officers

7.01 Description of Offices

The officers of the Society shall include at least a president, treasurer and recording secretary. The officers may include a vice-president, a membership secretary and such other officers as the

board may by resolution determine. If required, an officer may fulfill more than one position simultaneously.

(a) President- The president shall serve as the chairman of the board and shall preside over all meetings of the board and all business meetings of the membership. He or she shall be an ex-officio member of all committees of the Society. He or she shall sign all instruments which require his or her signature, and have such additional powers and duties as may be prescribed by the board. In the absence of the treasurer, the president shall perform the duties of the treasurer.

(b) Treasurer- The treasurer shall be responsible for the custody of the funds and securities of the Society and shall ensure that full and accurate accounts are kept of all assets, liabilities, receipts, and disbursements of the Society in the books belonging to the Society. He or she shall ensure that all moneys, securities and other valuable effects are deposited in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. He or she shall tender to the directors at regular meetings of directors, or when they may require it, an accounting of all the transactions and a statement of the financial position of the Society. As soon as possible after the close of each fiscal year he or she shall make and submit to the board a financial report for the previous fiscal year. At the annual general business meeting of the membership he or she shall submit a written financial report to the membership which shall have been audited, if necessary, by the public accountant. He or she shall also perform such other duties as may from time to time be directed by the board.

(c) Recording Secretary- The recording secretary shall be responsible for recording all minutes of meetings of the board and for the circulation of the minutes. He or she shall be responsible for submitting all required documents to the membership and to the Society and for notifying members of meetings or activities. He or she shall be responsible for the custody of the corporate seal of the Society and for all books, records, correspondence, contracts and other documents belonging to the Society. He or she shall perform such other duties as may from time to time be prescribed by the board or the president.

7.02 Vacancy in Office

The officers shall be elected or appointed by the board from among the directors at a meeting of the board immediately following the annual general meeting of members of the Society. The board of directors may remove any officer and may elect a qualified person in place of such officer for the unexpired term of his predecessor. No officer shall receive any remuneration for the performance of his or her duties as an officer.

7.03 Tenure of Office

All officers shall hold office for one (1) year from the date of election or appointment, until their successors are elected or appointed in their stead, or until the first meeting of the board after the next annual general meeting.

7.04 Officers Must be Directors

All officers shall be directors of the Society and they shall cease to be officers if they cease to be directors.

Section 8 Powers and Responsibilities

8.01 Policy

The board shall make and direct the policy of the Society in all things. The board may, save as hereinafter provided, generally exercise all such powers and do all such other acts and things as the Society is, by its articles, or otherwise authorized to exercise or do.

8.02 Donations to the Society

The board may take such steps they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, contributions, endorsements and donations of any kind whatsoever for the purpose of furthering the purposes and objects of the Society. Acceptance of unsolicited contributions or contributions not in accord with board authorization shall be subject to approval by the board.

8.03 Borrowing

When duly passed by a vote of at least two-thirds of the board, the Society may borrow money upon the credit of the Society.

Notice of intention to borrow funds must be sent to all board members at least two weeks before the meeting at which the matter will be decided.

8.04 Disclosure of Interest

Every director of the Society who has a monetary interest in a matter which is to be considered by the board shall declare such interest when he becomes aware of it. After making such a declaration, if the director is present at the meeting, he may expound on any factual aspect of the matter which involves his monetary interest following which the director will remove himself from that portion of the meeting at which the matter is being discussed and shall not vote in respect to the matter. The minutes of the meeting shall state that the procedure described above was so followed.

Section 9 Indemnification

9.01 Indemnification

Every director of the Society and his heirs, executors, administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

(a) all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office; and

(b) all other costs, charges and expenses which he sustains, or incurs, in or about or in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Section 10 Special Provisions Concerning Meetings

10.01 Waiver of Notice

Whenever any notice is required to be given to any member or director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

10.02 Adjournment for Quorum

Those present at a meeting of the members of the board which cannot be organized for lack of a quorum may adjourn the meeting from time to time until a quorum is present, when any business may be transacted which may have been transacted at the meeting as originally called.

Section 11 Amendments to the By-law

11.01 Amendment and Enactment of By-laws

Subject to the articles, the board of directors may, by special resolution, make, amend or repeal any by-law that regulates the activities or affairs of the Society. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

**This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Section 12 Dissolution

12.01 Dissolution

Upon dissolution of the Society, and after payment of all debts and liabilities, its remaining property shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

SECTION 13 - EFFECTIVE DATE

13.01 Effective Date

CERTIFIED to be By-Law No. 2 of the Society, as enacted by the directors of the Society by resolution on the 15th day of June, 2013 and confirmed by the members of the Society by special resolution on the 19th day of October, 2013.

Dated as of the _____ day of _____, 20____.

[Indicate name of director/officer]