



## KINGSTON FIELD NATURALISTS CONSTITUTION AND BY-LAWS

Adopted at the Annual General Meeting, 20 April 1978, and as amended 23 April 1987, 20 April 1989, 19 April 1990, 19 September 1991, 21 April 1994, 17 April 1997, 16 April 1998, 16 December 1999, 13 April 2000 and 20 April 2006.

### CONSTITUTION

#### Article I

The name of the organization shall be the Kingston Field Naturalists.

#### Article II

Its objective shall be:

- 1) To acquire, record and disseminate knowledge of natural history.
- 2) To stimulate public interest in nature and in the protection and preservation of wildlife and natural habitats.
- 3) To acquire, receive and hold lands for the purpose of preserving their natural flora and fauna, and to encourage and assist other organizations and individuals to do likewise.

#### Article III

- 1) Membership shall be open to any person in sympathy with the objectives.
- 2) Membership shall be composed of five categories: Individual, Family, Young Adult (18 to 25 years old), Life (individual) and Honorary.
- 3) Honorary membership shall be awarded for distinguished service to the cause of natural history and shall be elected by a two-thirds majority at an Annual Meeting.
- 4) A junior group of the Kingston Field Naturalists, open to persons under the age of 16, shall be known as the Kingston Junior Naturalists.
- 5) All members shall be supplied with a copy of the constitution on request.

#### Article IV

- 1) The fiscal year shall be from 1 April to 31 March.
- 2) Membership shall be from 1 April to 31 March.

- 3) Dues shall be as voted at an Annual Meeting.

#### Article V

- 1) The Officers shall be the following: honorary president, immediate past-president, president, vice-president, recording secretary, membership secretary and treasurer.
- 2) The immediate past-president, president, vice-president and treasurer shall constitute the Directors.
- 3) The Executive shall consist of the following:
- 4) The Officers, the Chair of the Kingston Junior Naturalists, the Editor of the Blue Bill, chairs of the standing committees as named in the By-laws, and three to five members at large.
- 5) The Executive shall be elected at the Annual Meeting in April.
- 6) The Executive may appoint *ad hoc* committees as it deems advisable.
- 7) The duties of the Officers shall be as described in the By-laws of the organization.

#### Article VI

- 1) The Annual Meeting of the organization shall be held in April, when the new Executive takes office.
- 2) Monthly meetings of the organization shall be held, except in June, July and August.
- 3) A special meeting of the organization shall be called at the request of 25 members in good standing.
- 4) All members shall be notified of each meeting in advance.
- 5) At any meeting of the General Membership, 25 members shall constitute a quorum. At any meeting of the Executive, 6 members shall constitute a quorum, one of whom must be the president or the vice-president.

#### Article VII

- 1) All members in good standing shall have the right to vote.
- 2) A family membership shall be entitled to one vote for each adult member of the family group.
- 3) A Nominating Committee shall be chosen by the Executive, and presented at the General Membership Meeting in February. The Nominating Committee shall consist of at least three persons, one of whom must not be a member of the current Executive. The Committee shall prepare a list of nominees for the Executive, for election at the Annual General Meeting in April.
- 4) The Executive shall have the power to appoint members to fill vacancies occurring during the year.
- 5) Two auditors shall be appointed by the Executive to examine the books at the end of the fiscal year. The auditors shall not be members of the current executive.
- 6) A copy of the audited annual financial report shall be sent to every member.

#### Article VIII

- 1) Amendments to the Constitution and the By-laws shall be approved by a two-thirds majority vote of members at any General Membership Meeting of the organization.
- 2) Notice of the proposed amendments must be given at a previous meeting.
- 3) All members shall be notified in writing of any proposed amendment prior to the meeting at which it will come to a vote.

#### Article IX

- 1) The activities of the Kingston Field Naturalists shall be carried out without purpose of financial gain for its members, and any profits or other accretions to the organization shall be used in promoting its objectives.
- 2) In the event of the dissolution or winding up of the Kingston Field Naturalists, all of its remaining assets, after payment of liabilities, shall be distributed by the Directors to one or more recognized Canadian charitable organizations with similar objectives to the Kingston Field Naturalists.

## BY-LAWS

- 1) It shall be the duty of the President to preside at all meetings of the organization, and to perform such other duties as properly pertain to the office.
- 2) In the President's absence or at the President's request, it shall be the duty of the Vice-President to perform the duties of the President, and to perform such other duties as assigned by the Executive.
- 3) It shall be the duty of the Recording Secretary to take Minutes of General Membership and Executive Meetings, and perform such other duties as assigned by the Executive.
- 4) It shall be the duty of the Membership Secretary to keep adequate records of the Membership and to perform such other duties as properly pertain to the office.
- 5) It shall be the duty of the Treasurer to receive and hold in trust the funds of the organization, make all duly authorized payments therefrom, and keep and render account thereof, and to prepare a budget for approval by the Executive to be presented for approval by the membership at the Annual General Meeting.
- 6) Standing Committees are authorized as follows:
  - i) Nature Reserves: - To manage the Helen Quilliam Sanctuary at Otter Lake, the Amherst Island Reserve, and any other property owned by the KFN, in accordance with the policy outlined in the Appendix to the By-laws.
  - ii) Field Trips: - To arrange outings on appropriate topics at various times throughout the year.
  - iii) Bird Records: - To maintain records of birds reported, review and rule on documentation of rare birds, and maintain an up-to-date check-list of birds of the area.
  - iv) Education: - To plan, coordinate and implement resources which can be used by the KFN to disseminate knowledge of natural history.
  - v) Conservation: - To promote protection of wildlife, significant natural habitat, a clean environment and sustainable development in S.E. Ontario, and to support similar objectives elsewhere.
- 7) The signatures of two of the following Officers of the organization, President, Treasurer, and Recording Secretary, shall be required for all withdrawal/expenditure transactions involving the operation of bank accounts and the signature of one of these shall be required for access to the safety deposit box.
- 8) Expenditure by the Executive on any non-budgeted item must not exceed \$500.00 without approval of the KFN membership.
- 9) Any acquisition or selling of lands by the organization shall be approved by the Membership by a simple majority vote at a General Membership Meeting, with prior written notice.
- 10) The KFN shall maintain in separate accounts the following Capital Reserve Funds:
  - i) The Habitat Preservation Fund, the purpose of which shall be to provide funds for habitat preservation projects and activities; and
  - ii) The Marion Webb Fund, the purpose of which shall be to generate interest to pay the property expenses of all KFN lands. Surplus interest in this fund may be directed to the Habitat Preservation Fund.
- 11) The KFN will hold appropriate general liability, property liability and Directors' and Officers' liability insurance to cover any expenses arising from legal actions taken against the KFN and/or its members as a result of their activities on behalf of the KFN.
- 12) Every Director or Officer of the KFN or other person who has or is about to undertake any liability on behalf of the KFN and their heirs, executors and administrators, and estate and

effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the KFN, from and against:

- i) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in any suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing, whatsoever made, done or permitted by them in or about the execution of the duties of their office or in respect of any liability.
- ii) All other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

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## APPENDIX TO BY-LAWS

### Nature Reserves

- 1) Use of Nature Reserves is restricted to Members of the Kingston Field Naturalists and their guests. Members wishing to sponsor a group visit, or a visit by outside organization, shall first seek permission from the Committee or KFN Executive.
- 2) KFN Members using the Nature Reserves should ensure that they do not jeopardize the natural state, or designated management activities of the area (see Appendix Subsections A and B). Hunting, trapping, recreational vehicles and open fires are prohibited. Camping is not allowed except by special permission from the Committee or KFN Executive.
- 3) Users of the KFN Nature Reserves do so at their own risk.
- 4) Projects on natural history are encouraged on the Reserves. To ensure that the projects are compatible with the natural environment and other possible activities taking place there, all projects shall receive prior approval from the Committee. Records should be kept for all projects to ensure the preservation of results for later use. Field notes and records should be placed on file with the KFN Executive.
- 5) Collection of specimens is forbidden except with specific permission from the Committee, where a project will be of particular scientific value.

### Subsection A

Helen Quilliam Sanctuary at Otter Lake:

- 1) Helen Quilliam Sanctuary at Otter Lake is to be maintained in its natural state. Permanent buildings are undesirable. If in the future any small permanent building for shelter becomes necessary, it must be designed and built to merge with the surroundings with as little disturbance as possible.

### Subsection B

Amherst Island Reserve:

- 1) The Conservation Agreement with Ducks Unlimited will remain in force until its expiration in the year 2016.
- 2) The Amherst Island Reserve is to be maintained in a state of Grassland.

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20 April 2006