

MISSISSIPPI VALLEY FIELD NATURALISTS
CONSTITUTION – Articles of Incorporation and Bylaws

(Amended April 1, 2011, the effective date of registration as a charity under the Income Tax Act)

(Document further amended April 21 2016).

(Document further amended May 2021 (AGM))

(Document further amended May 2022 (AGM))

(Document further amended February 2023 (AGM))

(Document further amended February 2024 (AGM))

(Document further amended October 2024 (Special Meeting))

**HISTORY OF MISSISSIPPI VALLEY FIELD
NATURALISTS**

In April 1988, the founding meeting of the Mississippi Valley Field Naturalists was held at the Carleton Place Canoe Club

A Steering Committee, consisting of Steve Coaker (Carleton Place), Marilyn Wood (Beckwith), Mike Yee, Neil Carleton (Almonte) and Cliff Bennett (Ramsay) presented a comprehensive set of by-laws for approval.

Twelve persons present were elected to form the Board of Directors

The first Annual General Meeting of Mississippi Valley Field Naturalists (MVFN) was held at the Mill of Kintail, June 26, 1988, attended by twenty-nine persons.

Following a picnic and nature ramble, a slate of officers was presented and Ken Bennett (Beckwith) became the Club's first President.

Brenda Boyd PRESIDENT	Brenda Boyd	Feb. 7, 2017
Cliff Bennett Past President	Cliff Bennett.	Mar-10, 2017
Tim ATTACK TREASURER	Jim Attack	Mar 10, 2017

Signatures verifying record of changes as authorized by the membership April 21st 2016:

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ARTICLES OF INCORPORATION

PURPOSE

The purpose of the Mississippi Valley Field Naturalists is, with special but not exclusive reference to the Mississippi River Watershed area in the Province of Ontario, to increase public interest in, knowledge of, understanding of, appreciation of, and respect for the natural world.

OBJECTIVES

In particular, but without limiting the generality of the foregoing, the Mississippi Valley Field Naturalists has the following charitable purposes:

- a) to educate the public and increase its understanding of the natural environment and the importance of conservation by offering lectures, field trips, conservation activities, courses, and conferences and by collecting and disseminating information on that topic.
- b) to educate youth at schools and in youth organizations by providing educational programs and training related to understanding and conserving the natural environment.
- c) To do all such other things as are ancillary and incidental to the attainment of the above objectives.

Mississippi Valley Field Naturalists is a federated member of the Federation of Ontario Naturalists (operating as Ontario Nature) under the terms of the Federation of Ontario Naturalists' (Ontario Nature's) constitution.

SPECIAL PROVISIONS OF THE CORPORATION

- a) The corporation (Mississippi Valley Field Naturalists) shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objectives.
- b) The corporation shall be subject to: the Ontario Not-for-Profit Corporations Act (ONCA), the Charities Accounting Act and the Charitable Gifts Act.
- c) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
- d) The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.
- e) If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the Charities Accounting Act or the Charitable Gifts Act, the Minister may

authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the Corporations Act to cancel the letters patent of the corporation and declare them to be dissolved

- f) Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada. [replaces former by-law 32 Dissolution of the MVFN]
- g) To invest the funds of the corporation in such manner as determined by the directors, and in making such investments the directors shall not be subject to the Trustee Act, but provided that such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly a conflict of interest.
- h) For the above objectives, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.

BY-LAWS

DEFINITIONS

1. Interpretation

- a) "MVFN" means Mississippi Valley Field Naturalists in the Province of Ontario;
- b) "Member" means a member of the MVFN unless otherwise specified;
- c) "Board" means the Board of Directors of the MVFN;
- d) "Director" means a member of the Board of Directors of MVFN.
- e) "ONCA" means the Ontario Not-For-Profit Corporations Act

ORGANIZATION

2. Members of the MVFN

- a) Any person who pays to the MVFN a membership fee, the amount to be determined by the Board from time to time and approved by the members,
- b) Any person who, in the opinion of the Board, has made an exceptional contribution, financially or otherwise, to the work of the MVFN, may be made a life member.
- c) Any designated representative of a contributing, supporting, or associated organization approved by the MVFN shall be deemed to be a member, and shall be entitled to participate in and vote at all meetings of members,
- d) Each member, sixteen (16) of age and older, is authorized to exercise one (1) vote at a meeting of members;

- e) Any member may withdraw from MVFN by delivering to MVFN a written resignation or by failing to renew their membership within a reasonable time, as determined by the Board,
- f) Any member may be required to resign by a vote of three-quarters (3/4) of the members present at an annual or special meeting.

3. Annual Meeting of MVFN

- a) i Written or electronic notice of the meeting shall be given to each member at least ten (10) days prior to any annual general meeting of members (Reference: ONCA 55(1);
- a) ii the “general business” to be transacted at the Annual Meeting is described, below, in “Section 8. Order of Business” (Reference: ONCA 55(7))
- a) iii any “special business” to be transacted at the Annual Meeting, is over and above “general business”, and will be described, in the notice of meeting, in sufficient detail to permit a member to form a reasoned judgment on the business (Reference: ONCA 55(8a))
- a) iv the text of any special resolution to be submitted at the meeting will be stated in the notice of meeting (Reference: ONCA 55 (8b))
- b) i The financial year of MVFN shall be from January 1st to December 31st inclusive in the same year;
- b) ii Should a member wish to see the financial statements and/or the financial review before the Annual Meeting, they should inform MVFN and the documents will be provided not less than 21 days before the Annual Meeting (Reference: ONCA 84 (2))
- c) The annual meeting shall be held not more than 60 days following the last day of the previous fiscal year i.e. not later than the last day of February of each year.
- d) The Board shall appoint a Nominating Committee, to be comprised of at least three (3) members at least sixty (60) days prior to the annual meeting of MVFN

4. Special Meetings of the MFVN

- a) The President of the MVFN may call a special meeting of the MVFN.
- b) If ten (10) members so request in writing, the Secretary of MVFN shall call a special meeting of MVFN.
- c) Notice of a special meeting shall be given in the same manner as prescribed in Bylaw 3.
- d) The notice of a special meeting shall state the purpose for which it is being called.

5. Quorum for Annual and Special Meetings of the MVFN

Ten (10) members present and entitled to vote at an annual or special meeting of the members of the MVFN shall constitute a quorum.

6. Adjourned Meeting

If, within one-half (1/2) hour after the time appointed for a meeting of the MVFN, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

7. Chair

The Chair of an annual or special meeting of the MVFN shall be:

- a) the President of the MVFN,
- b) the Vice-President of the MVFN, if the President is absent, or refuses to act, or,
- c) a Chair elected by the members present if the President and Vice-President are absent, or refuse to act. The Secretary shall preside at the election of the Chair, but if the Secretary is not present, or refuses to act, the Directors, from those present, shall choose a Director to preside at the election.

8. Order of Business

The business transacted at the annual meeting of the MVFN shall include:

- a) minutes of the previous annual meeting;
- b) report of the Board, including an annual financial statement;
- c) report of the staff, if the MVFN has employees;
- d) reports of the standing and special committees;
- e) appointment of a person to provide a financial review;
- f) election of Directors by the members;
- g) other business;
- h) adjournment.

9. Procedures

- a) Voting at all MVFN AGM, general, special, Board and committee meetings shall be by a show of hands. A simple majority shall carry all such resolutions. Any member may call for a recorded vote on any motion presented. A declaration that a resolution has been carried, shall be entered to that effect in the minutes of the corporation and shall be sufficient evidence of the fact, without proof of the number or the proportion of the votes recorded in favour of, or against, such resolution.
- b) If the majority of members present and entitled to vote demand a secret ballot by resolution, the voting shall be conducted by ballot in such a manner as the Chair shall direct, and the result shall be deemed to be the resolution of the MVFN.
- c) In order to facilitate essential business of the Board between meetings, motions may be presented by e-mail, by any member of the Board, through the President, (or the Vice-President in the absence of the President), to all other members of the Board, and shall be carried by simple majority as indicated in return e-mail response to the secretary. Such e-mails motions must state a mover and seconder. Discussion on e-mail motions may take place by telephone conferencing or further e-mail

(copied to other Board members), before a voting decision. A motion of deferral of an e-mail motion to the next Board meeting may be made by any Board member with a seconder.

The secretary shall inform the mover of the motion and the President of the disposition of such e-mail motions and shall record such motions and their disposition as an amendment to the minutes of the most previous meeting of the Board. Any member of the Board not having e-mail capabilities, shall receive e-mail motions in writing and may respond by telephone to the secretary. Voting on e-mail motions shall not be considered as secret ballots.

- d) Any questions of procedure at or for any meetings of the MVFN, or the Board, or any committee, which have not been provided for by these by-laws, shall be determined in accordance with parliamentary procedure.
- e) No error or omission in giving notice of any meeting of the MVFN shall invalidate such meeting or make void any procedures taken thereat.

BOARD OF DIRECTORS

10. The Board

- a) The control and management of the MVFN shall be vested in a Board of Directors, who shall be members of the MVFN.
- b) The Board shall consist of:
 - President
 - Past-President
 - 1st Vice-President
 - 2nd Vice-President
 - Secretary
 - Treasurer
 - the Chairs of the standing committees,
 - the Chairs of the special committees,
 - up to two Directors-at-Large
- c) The members of the Board of Directors shall be elected at the annual general meeting, or appointed by the existing Board when there is a vacancy between annual general meetings or, when a new committee is formed.
- d) No person employed by, or under contract for personal services by, the MVFN shall be eligible to be a Director.
- e) Members of the Board of Directors and their families shall not enter into any business arrangement with the MVFN in which they are interested directly or indirectly, except having declared any interest therein, and having refrained from voting thereon.
- f) No person may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service, provided, however, that following a break in the continuous service of at least one (1) year, the same person may be re-

elected or re-appointed as a Director.

- g) (i) No Director may serve as President, Vice-President, or Treasurer of the Board for more than three (3) consecutive annual terms in one office, provided, however, that following a break in the continuous service of at least one (1) annual term the same person may be re-elected or reappointed to any office.
(ii) The Treasurer of the Board may serve an additional one-year term if approved by the Board of Directors. (AGM 2021)
- h) Any Director may withdraw from the Board by delivering to the Board a written resignation.
- i) Any Director may be required to resign as a Director by a vote of at least three-quarters (3/4) of the members present at an annual or special meeting of the members.
- j) The Board shall take such steps as it deems requisite to enable the MVFN to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the MVFN.

11. Meetings of the Board

- a) The Board shall conduct a minimum of six (6) meetings per annum.
- b) The Secretary of the Board shall notify each of the Directors of the meeting at least forty-eight (48) hours prior to the meeting.
- c) Each Director is authorized to exercise one (1) vote at each meeting of the Board.

12. Quorum of the Board

- a) Fifty (50) percent of the Directors plus one (1) Director shall constitute a quorum of the Board at any meeting of the Board.
- b) If, within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.
- c) Notice of the adjourned meeting shall be given by the Secretary to each of the Directors at least forty-eight (48) hours prior to the meeting.

13. Special Meeting of the Board

- a) The President of the MVFN may call a special meeting of the Board.
- b) If a quorum of Directors so request in writing, the Secretary of the MVFN shall call a special meeting of the Board, stating the purpose for which the meeting is being called.
- c) Notice of the special meeting of the Board shall be given as in section 11 (b).

14. Vacancy on the Board

- a) If a Director is absent for more than three (3) consecutive meetings of the Board without just cause, the Board of Directors may declare the Director's seat to be vacant, and the Director shall be so notified in writing by the Secretary.
- b) As long as there is a quorum of Directors in office, any vacancy occurring on the Board may be filled for the remainder of the term by an appointment made by the Directors then in office.
- c) If there is not a quorum of Directors in office, the Director or Directors then in office shall forthwith call a general meeting of the members for the purpose of electing a new Board.

OFFICERS

15. Officers

The Officers of the Board shall be:

- President, and
- 1st Vice-President,
- 2nd Vice-President,
- Treasurer, and
- Secretary

The Officers of the Board shall be members of the Executive Committee of the Board.

DUTIES OF OFFICERS

16. President

The President of the Board shall:

- a) preside at all meetings of the Board;
- b) Subject to approval of the Board, be responsible for the naming of chairs of committees not otherwise provided for in the by-laws;
- c) report to each annual meeting of members of the MVFN concerning the operations of the MVFN;
- d) represent the MVFN at public and official functions;
- e) be 'ex officio' member of all committees for the MVFN;
- f) direct that all orders and resolutions of the Board be carried into effect

17. Past President

The Past President shall play an advisory role and may undertake any duties assigned by the Board.

18. Vice-Presidents

The 1st Vice-President of the Board shall:

Have all the powers and perform all the duties of the President in the absence or disability of the President, and shall perform such other duties as shall, from time to time be imposed upon the 1st Vice-President by the Board;

The 2nd Vice-President shall:

perform such duties as shall from time to time, be assigned by the President or the Board.

The Vice-Presidents shall be 'ex officio' members of such committees as assigned by the President.

19. Secretary

The Secretary of the Board shall:

- a) attend all meetings of the MVFN and the Board, and keep a record of the minutes of each meeting;
- b) keep a roll of names and addresses of the members of the MVFN;
- c) attend to all correspondence of the MVFN and the Board;
- d) be the custodian of all minute books, documents and registers of the MVFN required to be kept by the provisions of the incorporation of the MVFN;
- e) perform such other duties as the Board may direct; and
- f) may delegate duties but shall retain overall responsibility.

20. Treasurer

The Treasurer of the MVFN shall, subject to the direction of the Board;

- a) supervise the administration of financial matters for the MVFN;
- b) arrange for the receipt and deposit of all MVFN moneys in such bank, or banks, as may be designated by the Board;
- c) withdraw money of the MVFN from the bank, or pay by cheque, any account, or refund, authorized by the Board;
- d) submit an up-to-date financial statement to each Board meeting, indicating the financial position of the MVFN, and also a statement of all charges paid and monies received since the preceding Board meeting;
- e) keep, or cause to be kept, all financial and such other records as the Board may from time to time direct;
- f) prepare financial and statistical statements as required by the Board;
- g) co-operate with the person conducting the financial review, and have all accounts prepared for presentation to the annual meeting of the MVFN;
- h) perform other duties of a financial nature as directed by the Board;
- i) be a member of the Finance Committee.

21. Indemnity of Directors and Officers

Every Director or Officer of the Mississippi Valley Field Naturalists and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of funds of the MVFN from and against:

- a) all costs, charges, and expenses whatsoever that such Director or Officers has at any time heretofore sustained or incurred or proceeding which has been or is brought, commenced, or prosecuted against such Director or Officers, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officers in or about the execution of the duties of the office of such Director or Officers;
- b) all other costs, charges and expenses that such Director or Officers has sustained or incurred heretofore or sustains or incurs in and about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by the willful neglect or default of such Director or Officers.

COMMITTEES

22. Committees of the Board

- a) At the first meeting of the Board, following the annual meeting, the Board shall approve, upon the recommendation of the Chairs of the committees, the members of the following Standing Committees as committees of the Board:
 - Finance Committee
- b) The Board may at any meeting appoint any Special committee and the Chair as a committee of the Board.
- c) For any special committee appointed under subsection (b), the Board shall prescribe the terms of reference of each committee;
- d) The Board may appoint individuals to committees, or for special functions, established by the Board where special advice or experience is required;
- e) The Board may, by resolution:
 - dissolve any special committee at any time;
 - remove any member of any Special committee at any time;
 - remove any member of the Standing Committees at any time, except for the positions of Chair

23. Executive Committee

The Executive Committee shall consist of:

- the President, and
- the Vice-President(s),
- the Treasurer,
- the Secretary,
- the Chair of the Finance Committee

24. Finance Committee

The finance committee shall consist of a minimum of three (3) members including the Chair, who shall be elected to the position by the members, and shall include the Treasurer.

25. (deleted - Feb24)

26. Procedures

- a) Minutes, as a record of proceedings and decision, shall be kept for all meetings of the Board and the committees of the MVFN.
- b) Resolutions arising at any meeting of the Board or any committee established by, or by means of, these by-laws shall be decided by a majority of votes. The Chair shall have one (1) original vote but shall not have a second vote. If there is an equality of votes including the vote of the Chair, the motion is lost.
- c) Any questions of procedure at or for any meetings of the MVFN and the Board which have not been provided for in these by-laws shall be determined by the Chair in accordance with parliamentary rules of procedure.

DUTIES OF THE COMMITTEES OF THE BOARD

27. General

Each Committee of the Board shall report to and be responsible directly to the Board.

28. Executive Committee

The Executive Committee shall:

- a) exercise the full management powers of the Board in all matters of administrative emergency, reporting every action at the next meeting of the Board;
- b) make recommendations to the Board with respect to employee relations, including any matters of dispute with employees of the MVFN;
- c) report at the regular meetings of the Board on all administrative and management matters as the Board may direct;
- d) formulate policy for recommendation to the Board in all matters relating to the operation of the MVFN;
- e) make recommendations to the Board on all capital expenditures not foreseen in the approved annual budget of the MVFN;
- f) make an annual recommendation to the Board for any additions, deletions or amendments to these by-laws.

29. Finance Committee

The Finance Committee shall:

- a) Administer all duties as indicated in By Law #32 (The Bank)
- b) study and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
- c) study the detailed financial statement for the month previous to the date of each regular meeting of the Board, and advise the Board accordingly;
- d) advise the Board with regard to donations, bequests, endowments, and investments;
- e) recommend to the Board the types and amounts of insurance to be carried by the MVFN, and review these annually;
- f) meet with the person conducting a financial review, of the MVFN and review the annual financial statement and position prior to the annual general meeting, and advise the Board accordingly;
- g) recommend to the Board the membership categories and fees of the MVFN;
- h) inform and advise the Board on financial matters of the MVFN as required;
- i) prepare all reports and returns required by any act or regulations;
- j) advise the Board on the selection of all financial institutions designated to carry out financial business for MVFN.

30. (deleted – Feb24)

31. Remuneration of Directors and Committee Members

Directors and members of committees of the Board as such shall not receive any stated remuneration for their services, but by resolution of the Board, expenses for their attendance may be allowed for their attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the MVFN as an Officer or in any other capacity and receiving compensation therefore. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their positions as such, provided that Directors may be paid reasonable expenses incurred by them in the performance their duties, and provided further that any Director who is engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the MVFN.

BANKING

32. The Bank

Any two (2) of the President, Vice-Presidents, Treasurer or Secretary, or any other member of the Board, may be designated by the Board, are hereby authorized for and in the name of the MVFN:

- a) to draw, accept, sign and make all or any bills or exchange, promissory notes, cheques and orders for payment of money;

- b) To receive all moneys and to give a quittance for the same;
- c) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities;
- d) subject to the approval of the Board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise;
- e) generally, for and in the name and on behalf of the MVFN to transact with the said bank any business they may think fit.
- f) to negotiate with, deposit with, endorse, or transfer to a bank, but for the credit of the MVFN only, all or any bills or exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
- g) from time to time to arrange, settle, balance, and certify all books and accounts between the MVFN and the MVFN's bank;
- h) to receive all paid cheques and vouchers;
- i) to sign the bank's form of settlement of balances and release.

FINANCIAL REVIEW

33. Appointment

The MVFN shall at its annual meeting appoint a qualified person approved by the Board, to conduct a financial review of the MVFN, who shall not be a member of the Board or an Officer or employee of the MVFN or a partner or employee of such persons. (Reference: ONCA 76 (1)(b))

34. Remuneration

Any remuneration of the individual, identified through Bylaw 33, shall be approved by the Board.

AMENDMENT OF BY-LAWS

35. Notice of Motion

Notice of motion to make a new by-law, repeal a by-law, or to amend a by-law shall be given in writing to the Secretary at least fourteen (14) days before the meeting of the MVFN at which it is intended to present the by-law, repeal or amend

.

36. Approval

A by-law of the MVFN may be repealed or amended, and a new by-law may be added, by the approval of the majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said by-law.

The revisions of the Articles of Incorporation and Bylaws were made following:

- Approval by the membership at a special meeting held following the October lecture, October 21st, 2010
- Supplementary Letters Patent and charitable status approval November 19th, 2010
- Registration as a Charitable Organization under the *Income Tax Act* April 1st, 2011
- Approval of membership, April 21st, 2016, to allow for a 2nd Vice President, and other matters concerning Finance Committee duties and banking.
- Approval of membership, May 20th, 2021, to allow for the extension of Treasurer term by one year, on approval from the Board of Directors
- Approval of membership, at AGM May 19th, 2022, for: a change in fiscal year, from April 1st – March 31st, to the calendar year January 1st - December 31st; a change from using the word “audit” and “auditor” to “financial review” and “reviewer; and the membership year remain unchanged from April 1st to March 31st.
- Approval of membership, at AGM February 16th, 2023, that the MVFN Annual General Meeting be held not more than 60 days following the last day of the previous fiscal year;
- Approval of membership, at AGM February 15th, 2024, for removal of Program Committee and for the addition of electronic notification of meetings.
- Approval of membership at a special meeting held October 17th, 2024 to accommodate filing of revised Constitution and Bylaws in October 2024, for compliance with the Ontario Not-for-profit Corporations Act (ONCA)