

**NEW BRUNSWICK WILDLIFE
FEDERATION
de la FAUNE du NOUVEAU-BRUNSWICK
CONSTITUTION
and
BYLAWS**

Incorporating All Revisions to September 16, 2012

**CONSTITUTION and BY-LAWS
NEW BRUNSWICK WILDLIFE FEDERATION INC.**

PREAMBLE

Believing that the renewable and non-renewable natural resources of New Brunswick are economic, social, recreational and aesthetic assets which must be restored, wisely used and perpetuated for posterity, and realizing that this can be achieved only through an aroused and enlightened opinion among the people of this Province, we dedicate this Federation to these ends.

ARTICLE 1-NAME

The name of this organization shall be “New Brunswick Wildlife Federation Inc. - Federation de la Faune du Nouveau-Brunswick Inc.” hereinafter referred to as the “Federation”

ARTICLE 2-OBJECTIVES

The purpose of the Federation shall be:

- A. To foster sound management and wise use of the renewable and non-renewable natural resources of this Province and of the nation, in order that their very great economic, recreational and aesthetic values may continue to benefit this and all future generations of our people.
- B. In order to advance this purpose, the Federation shall:
 - 1. Undertake a continuing educational program to enlighten its membership and all other people of the Province regarding the ecological principles of conservation of renewable and non-renewable natural resources and to motivate all individuals, corporations and public bodies to deal with renewable and non-renewable natural resources and on the basis of those principles.
 - 2. Make special efforts to reach the youth of the Province, through school or other groups and through encouraging junior membership and junior associations in the Federation, in order to stimulate their interest in and knowledge of conservation of renewable and non-renewable natural resources.

3. Co-operate with and support the work of National, Provincial and Regional public authorities and conservation societies whose interests and objectives are similar to those of the Federation.

4. Strengthen itself numerically and financially through encouraging the organization of conservation associations in all parts of the Province.

5. The term conservation shall mean wise use, and reuse wherever possible, of our renewable and non-renewable natural resources.

ARTICLE 3-MEMBERSHIP

Members of the Federation shall be user groups of the renewable and non-renewable natural resources in the Province of New Brunswick whose aim or objectives are in agreement with those of the Federation.

The membership in the Federation shall be divided into Active and Supporting:

- A. ACTIVE Membership shall be provincial branches, clubs, associations or organizations whose objectives are substantially in accord with those of the Federation. And shall be entitled to vote as hereinafter provided
- B. BRANCH MEMBERS are individual members of each branch, shall be members of the Federation and shall be called "Branch Members", but shall not be entitled to vote.
- C. SUPPORTING Membership, shall be divided into the following classifications and subject to qualification within the classification, may be obtained by individuals, corporations, associations, or groups upon written application to the Federation and payment of such fees, dues, donations or contributions as shall be specified from time to time by the Executive Committee. Such fees, dues, donations or contributions as may be specified from time to time by the Executive Committee shall be effective only until the next annual meeting when the sum set shall be ratified by the ordinary resolution of the members present. Supporting members may include individuals or persons who are associated with members of the Federation. Any supporting member may withdraw its, his or her membership effective upon the receipt by the Secretary of the Federation of a written notice to that effect. In the event of non-payment by any supporting member of the required dues, fees, donations or contributions within such time period or extension thereof, as may be specified by the Executive Committee, such supporting member shall be deemed to have withdrawn its, his or her membership accordingly. Supporting Members shall not be entitled to vote.

- (i) Supporting Individual Members shall be an individual member paying such fees, dues, donations or contributions as specified from time to time by the Executive Committee and who is in agreement with the aims, purposes and principles of the Federation.
 - (ii) Corporate Supporting Member shall be any corporation paying such fees, dues, donations or contributions as specified from time to time by the Executive Committee and which is in sympathy with the aims, purposes and principles of the Federation.
 - (iii) Supporting Member-for-Life shall be any individual paying such fees, dues, donations or contributions as may be specified by the Executive Committee from time to time, entitling him or her to all of the benefits of a Supporting Member-for-Life.
- D. LIFE MEMBERS - as appointed by the Board of Directors as per procedures established in the By-Laws. Maximum of twelve (12) Life Members at any one time.

ARTICLE 4 - OFFICERS & EXECUTIVE COMMITTEE

OFFICERS shall consist of:

President
First Vice-President
Second Vice-President
Secretary
Treasurer

EXECUTIVE COMMITTEE shall consist of:

All Officers
Four (4) Zone Vice-Presidents
Immediate Past President
Life Members

- All officers shall be elected from the membership of Active Members at each Annual Meeting, (but not Branch Members or Supporting Members), to serve for the ensuing year, or until successors are elected.
- Zone VP's to be elected at the Zone Meetings.
- Life Members are to be appointed by the Board of Directors for a maximum of (**12**).

ARTICLE 5-DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS

- A. The President shall supervise the affairs of the Federation in general and preside at all meetings of the Federation, of the Board of Directors and the Executive Committee. He/she shall be an ex- officio member of all standing committees.
- B. In the absence of the President, the 1st Vice-President shall preside at all meetings of the Federation, and in the absence of all of them, a chairman, protempore, shall be elected by the meeting.
- C. The Secretary shall prepare minutes of the Federation Meetings, including Special, Executive Committee, Directors and Annual General Meetings. and, shall conduct all correspondence and shall keep all books and records of the Federation's business as directed by the Executive Committee.
- D. The Treasurer shall oversee all monies of the Federation, deposit same in a Chartered Bank, and pay by cheque all bills payable as directed by the Executive Committee. The Treasurer shall present a financial statement at each annual meeting, which has been reviewed and examined by a special committee appointed by the Executive Committee. (If deemed expedient, the offices of Secretary and Treasurer may be combined into a single office to be known as the Secretary-treasurer).
- E. The duties of each Zone Vice-President shall be to promote the welfare of the Federation in his/her zone, to encourage the formation of new member branches and to act as a contact between the Federation and the member branches in his/her zone. He/she shall also assist member branches to acquire resource personnel when required, for guest speakers, projection assistance.
- F. Any two (2) Officers or one (1) Officer and the Administrative Assistant, have access to or have signing authority for the Federation accounts. Contracts executed as per the direction of the Executive Committee.

ARTICLE 6-DUTIES OF THE EXECUTIVE COMMITTEE

- The Executive Committee meets as often as it is required for the interest of the Federation at the request of the President or of three members of the Committee.
- The Executive Committee shall render an account of the operations at each meeting of the Board of Directors. The functions of the Executive Committee are determined by resolution of the Board of Directors, and in case of emergency, the decisions it may adopt are valid until ratified at the following meeting of the Board of Directors. The Executive Committee shall take any necessary measures to assist in carrying out the program adopted by the Board of Directors and to make effective projects which are in the interest of the Federation.

ARTICLE 7-DIRECTORS

- The Board of Directors shall consist of all members of the Executive Committee, duly appointed representative from each Active Member and the Chairman of all active committees as appointed by the Executive Committee.

ARTICLE 8-ZONES

- The area covered by the Zone Vice-President shall be decided upon at the annual meeting so as to cover the Province in the most practical manner.

ARTICLE 9-MEETINGS

- A. The Federation shall hold at least one meeting each year *during the month of April*, place to be determined by the Executive. Notice of *such meetings may be affected by regular mail, electronic mail, telephone or personal service.*
- B. The President shall, at the written request of *five Voting Members*, call a special meeting of the Federation for the purposes to be stated therein. *Fifteen* days notice shall be given of any such meeting.
- C. *Fifteen delegates entitled to vote shall constitute a quorum at all meetings of the Federation with the exception of Executive Meetings where Article 9 D will apply. For purposes of establishing a quorum a majority of Voting Members present in person or represented by proxy shall constitute a quorum at any meeting of the Federation, provided that a Voting Member may vote by proxy only where the proxy – holder is another Voting member in good standing with the Federation.*
- D. For Executive Committee Meetings a majority of occupied positions will constitute a quorum
- E. At Director's or Special Meetings each Active Member, (club or branch), is entitled to one (1) vote. At the Annual General Meeting each Active member is entitled to three (3) votes.
- F. (a) Members of the Executive Committee and Committee Chairs are each entitled to one (1) vote at the Annual General Meeting, Directors and Special Meetings. In cases where a Director fills more than one position he/she is only entitled to one vote.
(b) Any member of the Executive Committee or any Committee Chair may also attend an Annual General Meeting, Directors and/or Special Meeting as a duly appointed representative of our Active Member and exercise the voting privileges of such Active Member in addition to the voting privileges held as a result of being a member of the Executive Committee or being a Committee Chair.
- G. *Any voting member or Director may, by using a proxy, appoint another Voting Member or Director, as the case may be, as proxy to vote on behalf of said Voting Member or Director, but no Voting Member may act as proxy for more than one Voting Member or Director.*
- H. *In any case where the Constitution permits a proxy to be used for voting the proxy must be in the form approved by the Board of Directors and a copy must be supplied to the Secretary of the Federation in the time frame identified in the form.*

- I. *All meetings, except the Annual General Meeting that is not held in person may be held by means of a telephone conference or other communication facility that permits all persons participating in the meeting to hear one another, and a Voting Member or Director participating in such a meeting shall be deemed to be present.*
- J. *“Voting members” of the Federation consist of all current members of the Executive Committee, the Chairs of all Committees and all delegates of active members.*

ARTICLE 10 - FEDERATION AMENDMENTS

- A. Three (3) months notice of motion having been given, the Constitution may be amended by a two-thirds vote at any Director’s Meeting, or notice of motion may be given at any general meeting; but if given in this manner will require a three quarter vote.
- B. By-Laws may be amended at any Directors Meeting without notice with a 2/3 majority.

ARTICLE 11 - FEDERATION CONSTRUCTION CONSTITUTION

- Any question as to the meaning or construction of this Constitution or By-Laws shall be decided by the Executive Committee, and their decision, once made, shall control and be final and binding upon the Federation until rescinded by the Federation.

ARTICLE 12- FEDERATION MATTERS NOT PROVIDED FOR

- All matters not particularly provided for in the Constitution and By-Laws shall be controlled by the Executive Committee and the decision of two-thirds of the said Executive Committee shall be final and binding upon the Federation until rescinded by the Federation.

ARTICLE 13-ORGANIZING A MEMBER

- An Active Member of the Federation may be formed by fifteen (15) or more individuals at any place within the Province of New Brunswick. Formal application is to be made as outlined in Article 14.

ARTICLE 14-FORM OF PETITION OR REQUEST FOR NEW ACTIVE MEMBERS

- We, whose names are signed to this request, are in hearty sympathy with the work of the New Brunswick Wildlife Federation Inc., and desire to establish an active membership in this zone as soon as possible.

(Name)

(Address)

ARTICLE 15-POWERS OF ACTIVE MEMBERS

- Each Active Member shall make its own By-Laws, elect its own officers, and fix the amount of its annual dues. Each member shall do all things consistent with the objectives and Constitution of the Federation. The individual members of each active membership shall be members of the Federation.

ARTICLE 16-RESPONSIBILITIES OF MEMBERS

- Every person joining as an active member shall considered to have undertaken and agreed to promote and carry out the objectives of the Federation.
- Persons who are officers or representatives of the Federation shall not voice a personal opinion to the public communications media unless such an opinion has been approved by a majority vote of the Executive Committee.

ARTICLE 17 - ACTIVE MEMBER PER CAPITA DUES

The Per Capita Dues for each active member shall be determined each year by the Executive Committee, in consultation with the Budget Committee and reported to the Board of Directors for approval.

ARTICLE 18-FINANCIAL RESPONSIBILITY

- No member of the Federation, shall be held responsible for the debts or liabilities of another member. The Federation is in no way responsible for the debts or liabilities of any individual member.

ARTICLE 19-INOPERATIVE ACTIVE MEMBER

- In the case of an Active member becoming defunct or ceasing to function for a period of one year, they may request the Federation to become custodians of the Books, Accounts, Correspondence, Charter and Funds shall be returned, otherwise they become the property of the Provincial Federation.

ARTICLE 20-STATUS

- The Federation shall be a non-profit organization and no monetary benefit, interest or dividends shall accrue to any officer or member except for the Administrative Assistant position.

ARTICLE 21-DISSOLUTION

- In the event of dissolution of the New Brunswick Wildlife Federation Inc., all assets are to be distributed equally to the fully paid up Active Club Members of the NBWF, with the provision that such assets be used to further the objectives of the Federation in the Province of New Brunswick.

ARTICLE 22-COMMITTEES

- The Executive Committee shall appoint such committees as it may determine necessary from time to time. The Executive Committee shall set the terms of reference for the committees, and appoint the chairs thereof as soon as possible after each annual General Meeting.
- The committee chairs shall immediately thereafter appoint committee members.
- Each chair shall give a written report of the conduct of the committee's studies and recommendations at the next annual General Meeting.

ARTICLE 23 - PARLIAMENTARY AUTHORITY

- The current edition of Roberts Rules of Order Newly Revised shall govern the NBWF in all matters of procedures not otherwise covered by the NBWF Constitution and By-Laws.

BY-LAWS
of
New Brunswick Wildlife Federation Inc.

Amendments:

Article 9 – new article – January 27, 2007
Article 3 – 1st paragraph – January 13, 2008

ARTICLE 1-THOSE PERMITTED TO ATTEND ANNUAL MEETING

- The Annual Meeting or Convention shall be composed of the Executive Committee, Committee Chairs and three (3) delegates from each Active member who has paid its dues for the current year. Active members shall be entitled to three (3) votes regardless of whether or not the full quota of three delegates are present. Other members may attend, including Junior and Supporting Members, but shall have no voting power. A committee shall be set up to organize an annual meeting, to work with the sponsoring member and send out invitations to resource people.

- The Annual Meeting or Convention shall be held on Saturday and Sunday during the month of April each year, with an Executive Meeting held Friday evening of this same week.

ARTICLE 2-DELEGATE AUTHORITY

- Each delegate upon arrival at the Annual Meeting must register at the registration desk. If membership dues are paid then delegates shall be eligible to vote on all questions and serve on all committees.

ARTICLE 3-CONSIDERATION OF RESOLUTIONS AT ANNUAL MEETING

Resolutions:

- Shall be submitted by Active Members (members of the executive committee) to the Resolutions Chairman of the Federation by December 15th of each year
- Shall be distributed by the Federation Secretary to Active Member Clubs at least sixty days (60) prior to the Annual Meeting for consideration.
- Shall be reviewed and voted on by all Active Member Club's Delegates during the Saturday session of the Annual Meeting.
- Shall not be submitted directly to the government departments by individual member clubs.

- Each Active Member shall be entitled to three (3) votes as provide for general voting in Article 9E of the Constitution.
- Chairman to give a credential report as to number of votes permitted and officially record number of votes.
- To pass a motion it will require a majority of registered votes which is 50% + 1.

ARTICLE 4-PROCEDURES OF ANNUAL MEETING

- A) Presidential Welcome
- B) Credentials Report
- C) Minutes of last meeting
- D) Report of Board of Directors Meeting
- E) President's Report
- F) Secretary's Report
- G) Treasurer's Report
- H) Report of Zone Vice-Presidents
- I) Report of Active Committee
- J) Written Member reports
- K) Report of Nominating Committee
- L) Report of Resolutions Committee
- M) Unfinished Business
- N) Election of Officers
- O) New Business
- P) Appointment of Nominating Committee for the following year's annual meeting.

ARTICLE 5-BOARD OF DIRECTORS MEETING

- A. The Board of Directors shall meet at an hour previously arranged by the Executive Committee and previous to the annual meeting, at which meeting the Federation President or one of the Federation Vice- Presidents shall preside, and the Federation Secretary or a suitable substitute shall keep a correct account of proceedings.
- B. A special meeting of the Board of Directors may be called at any time by a two-thirds (2/3) vote of the Executive Committee.

ARTICLE 6-BOARD OF DIRECTOR'S DUTIES

- A. Shall be to review or revise the agenda for presentation to the Annual Meeting or Convention which will follow; to present any special matter for special discussion from any of the members; to advise on the general situation in the province at large and to give any necessary direction to the policy of the Federation respecting legislation and any other matters of interest.
- B. Shall report the findings and recommendations of the Board of Directors to the Annual Meeting or Convention immediately after the acceptance of the minutes, and shall be considered part of the agenda for discussion at the Annual Meeting. Any questions on which the Board of Directors have given a unanimous vote can only be changed in the Convention by a two-thirds (2/3) majority.
- C. Shall attend all Special Meetings as called under 9B of the Constitution and to deal with all matters brought before the meeting in the best interests of Federation, as outlined in the objectives. (Article 2)

ARTICLE 7-FEDERATION DUTIES

- A. To stimulate interest in all members' activities.
- B. To organize new memberships, both Senior and Junior, and to Reorganize old ones.
- C. To receive resolutions from the members and have them voted upon by the other members.
- D. To prepare and present all resolutions that are passed on to the proper government department employee (s).
- E. To assist all members in every way possible with their activities.
- F. To carry on the general business of the Federation.

ARTICLE 8-DUTIES OF MEMBERS

All members are required to forward to the Federation Secretary the following:

- A) A correct list of all members' officers and notification of all changes.
- B) A report of project (s) being conducted by any member.

ARTICLE 9-PROCEDURE FOR APPOINTMENT OF LIFE MEMBERS

- A. In order to be eligible for appointment, the individual must be a current member of a Branch/Club that is an ACTIVE member of the New Brunswick Wildlife Federation (NBWF)
- B. The individual must have served a minimum of 5 years as a member of the NBWF Executive Committee.
- C. Be recommended for appointment by at least one current Life Member or a member of the Executive Committee.

• *The most recent amendments to Constitution and By-laws are in bold italics for ease of reference.*