

**NEW BRUNSWICK WILDLIFE  
FEDERATION  
de la FAUNE du NOUVEAU-BRUNSWICK**

**CONSTITUTION**

**And**

**BYLAWS**

**Incorporating all Revisions to April 8<sup>th</sup>, 2018**

**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:
- (i) 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.
  - (ii) 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.
  - (iii) 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.

- (iv) Strengthen itself numerically and financially through encouraging the organization of conservation associations in all parts of the Province.
- (v) 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 Active Member (Branch or Club) and as such, shall be Branch Members of the Federation. Branch Members shall not be entitled to vote at Federation Meetings.
- 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.

**E.** The holding of a Branch, Supporting, Corporate Supporting or Supporting Member for Life Membership does not entitle the member to attend NBWF Annual Meetings or Conventions or NBWF Board of Directors’ Meetings.

#### **ARTICLE 4 – OFFICERS AND EXECUTIVE COMMITTEE**

##### **OFFICERS shall consist of:**

President  
First Vice-President  
Second Vice-President  
Secretary  
Treasurer

##### **EXECUTIVE COMMITTEE shall consist of:**

All Officers  
Zone Vice-Presidents  
Immediate Past President  
Life Members

- All Officers shall be elected from the Membership of Active Members at each Annual Meeting to serve for the ensuring year, or until successors are elected.

- Zone VPs are to be elected at the Annual General Meeting (AGM) by the Active Members in each Zone.
- Life Members are to be appointed by the Board of Directors for a maximum of twelve (12).

## **ARTICLE 5 – DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS**

### **A. The President**

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 committees.

### **B. The 1<sup>st</sup> Vice President**

1. When the President is unavailable the 1<sup>st</sup> Vice-President shall supervise the affairs of the Federation and shall assume the responsibilities of the president as outlined in the Constitution and By Laws and by the Terms of Reference for the president. Should the President become permanently unavailable to fulfill his duties then the 1<sup>st</sup> Vice-President shall call for the Executive Committee to convene and call an election.
2. Shall attend the Annual General Meeting, all meetings of the Board of Directors and all special meetings.
3. Shall keep informed of all business of the Federation and provide advice and direction to the President and the Executive Committee as required.
4. Shall at all times, promote the objectives and policies of the Federation and promote membership in the Federation throughout the province by encouraging the formation of new member branches.
5. Shall represent the President at all meetings and functions as requested by the President and/or the Executive Committee.

### **C. The 2<sup>nd</sup> Vice-President**

1. Shall, when the 1<sup>st</sup> VP is unavailable, assume the duties of the 1<sup>st</sup> VP until such time as they become available for their duties.

2. The 2<sup>nd</sup> Vice-President shall attend the Annual General Meeting, all meetings of the Board of Directors and all special meetings.
3. The 2<sup>nd</sup> Vice-President shall keep informed of all business of the Federation and provide advice and direction to the President and the Executive Committee as required.
4. Shall at all times, promote the objectives and policies of the Federation and promote membership in the Federation throughout the province by encouraging the formation of new member branches.
5. Shall represent the President at all meetings and functions as requested by the President and/or the Executive Committee.

**D. The Secretary**

1. The Secretary shall prepare minutes of the Federation Meetings including special, Executive Committee, Board of Directors and Annual General meeting.
2. The Secretary shall conduct all correspondence and shall keep all books and records of the Federation's business.
3. The Secretary is responsible for forwarding all minutes of meetings, agendas and general information to the membership.
4. The Secretary shall participate in all meetings of the Board of Directors or conferences, all meetings of the Executive Committee, organize and schedule meetings, arrange workshops or seminars on matters related to the Federation at the request of the Executive or Board of Directors.

**E. The Treasurer**

1. The Treasurer shall oversee all monies of the Federation, deposit same in a Chartered Bank, and pay 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 Budget Committee appointed by the Executive Committee. (If deemed expedient, the offices of the Secretary and Treasurer may be combined into a single office to be known as the Secretary-Treasurer.)

2. The Treasurer shall keep track of expenses and shall not make payments unauthorized by the NBWF yearly budget without the permission of the NBWF Board of Directors or in an emergency by the Executive Committee later to be ratified by the Board of Directors.
3. Annually, the Treasurer shall prepare an annual budget with the assistance of the Budget Committee. The Annual Budget shall be presented for approval at the Annual General Meeting (AGM).

**F. Zone Vice-President**

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, and programs.

**G. Signing Authority**

Any two (2) Officers have access to or have signing authority for the Federation accounts. Contracts are to be executed as per the direction of the Executive Committee.

**ARTICLE 6 – DUTIES OF THE EXECUTIVE COMMITTEE**

- A. The Executive Committee shall meet 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 **and at least once a year.**
- B. 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 decision 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 programs adopted by the Board of Directors and to make effective projects which are in the interest of the Federation.

- C. The Executive Committee shall at the AGM or soonest thereafter appoint members of a Budget Committee to:
- (i) Examine the expenses for the previous year and assess if they have all been properly ratified by the NBWF's Board of Directors; and if any are not, bring these expenses individually before the Board of Directors for ratification.
  - (ii) Receive requests for funding from committee chairs and the Executive Committee, for programs, projects, travel, conferences and for the President's discretionary spending. And while also taking into consideration the NBWF's then current financial state, prepare a budget for the next fiscal year.
  - (iii) At the NBWF's AGM, (in conjunction with the Treasurer) present to the NBWF's Board of directors a yearly budget for approval by said Board. This budget is to include an amount for discretionary spending on the part of the NBWF's President.

#### **ARTICLE 7 – DIRECTORS**

- The Board of Directors shall consist of all members of the Executive Committee, a 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, at a place to be determined by the Executive Committee. The meeting shall be designated as the Annual Meeting or Annual General Meeting. The Federation shall also hold at least four Board of Directors' meetings each year at a place to be determined by the Executive Committee. One of the four Board of Directors' meetings may be held in conjunction with the Annual Meeting. 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 (5) voting* Members, call a special meeting of the Federation for the purposes to be stated therein. *Fifteen (15)* days' notice shall be given of any such meeting.

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**C.** *Fifteen (15)* 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 Directors' or Special Meetings each Active Member (Branch or Club) is entitled to one (1) vote. At the Annual General Meeting, each Active Member (Branch or Club) is entitled to three (3) votes.

**F.** (i) 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 (1) vote.

(ii) 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 an Active Member (Branch or Club) and exercise the voting privileges of such Active Member (Branch or Club) 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 may, by using a proxy, appoint another Voting Member as proxy to vote on behalf of said Voting Member, but no Voting Member may act as proxy for more than one Voting Member.

**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 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 Delegates/Directors of Active Members (Branch or Club).

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#### **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 Directors' Meeting, or notice of motion may be given at any general meeting; but if given in this matter 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 Board of Directors.

#### **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 decisions 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. A formal application is to be made as outlined in Article 14.

#### **ARTICLE 14 – FORM OF APPLICATION 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 (Branch or Club) shall make its own By-Laws, elect its own officers and fix the amount of its annual dues. Each Active Member (Branch or Club) 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**

- A.** Every person joining as a member of an Active Member (Branch or Club), shall be considered to have undertaken and agreed to promote and carry out the objectives of the Federation.
- B.** Persons who are offices or representatives of the Federation shall not voice a personal opinion to the public communications media unless such an opinion has been adopted as a motion or resolution by the Executive Committee or the Board of Directors.

**ARTICLE 17 – ACTIVE MEMBER PER CAPITA DUES**

- The Per Capita Dues for each Active Member (Branch or Club) 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**

- The Federation and its Active Members (Branch or Club), Branch Members and Supporting Members, and Members of the Board of Directors, shall not be responsible for the debts or liabilities of any Active Member (Branch or Club).

**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.

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**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./Federation de la Faune du Nouveau-Brunswick, all assets are to be distributed equally to the fully paid up Active Club Members of the Federation, with the provision that such assets be used to further the objectives of the Federation in the Province of New Brunswick.

**ARTICLE 22 – COMMITTEES**

- A.** 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 General Meeting.
- B.** The committee chairs shall immediately thereafter appoint committee members.
- C.** Each chair shall give a written report of the conduct of the committee's activities and recommendations at the next annual General Meeting.

**ARTICLE 23 – PARLIAMENTARY AUTHORITY**

- The current edition of Robert's Rules of Order Newly Revised shall govern the NBWF in all matters or 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 – 1<sup>st</sup> paragraph – January 13, 2008**

**ARTICLE 1 – THOSE PERMITTED TO ATTEND ANNUAL MEETING**

- A.** The Annual General Meeting or Convention shall be attended by Delegates consisting of Executive Committee Members, Committee Chairs and up to three (3) representatives from each Active Member (Branch or Club) which has paid its dues for the current year. Active Members (Branch or Club) shall be entitled to three (3) votes regardless of whether the full quota of these three delegates are present. A Committee shall be set up to organize an annual General meeting to work with the sponsoring Active Members (Branch or Club) and to send out invitations to resource people.
- B.** The Annual General Meeting or Convention shall be held on Saturday and Sunday during the month of April each year, with a Board of Directors' Meeting being held on the Friday evening of the 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**

- A.** Shall be submitted by Active Members (Branch or Club) and by members of the Executive Committee, to the Chair of the Resolutions Committee by November 15<sup>th</sup> of each year.
- B.** Shall be distributed by the Federation Secretary or the Resolutions Committee Chair to Active Members (Branch or Club) and to the members of the Executive Committee and Committee Chairs, at least Sixty (60) days prior to the Annual General Meeting.
- C.** Shall be reviewed and voted on by the Delegates during the Annual General Meeting.

- D. Shall only be submitted to the appropriate government departments by the NBWF President.
- E. The Secretary to give a credential report as to the number of votes permitted and official number of votes.
- F. To pass a resolution or a motion shall 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 Annual General Meeting
- D. Report of last Board of Directors Meeting
- E. President's Report
- F. Report of Executive Committee
- G. Secretary's Report
- H. Treasurer's Report
- I. Report of Zone Vice-Presidents
- J. Report of Active Committees
- K. Report of Resolutions Committee
- L. Unfinished Business
- M. Report of Nomination Committee
- N. Election of Officers
- O. Unfinished Business
- P. New Business
- Q. 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 DIRECTORS’ 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 9. B of the Constitution and to deal with all matters brought before the meeting in the best interests of the 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 Active (Branch or Club) and Junior and to reorganize former Active Members (Branch or Club).
- C.** To receive resolutions from Active Members (Branch or Club) and Executive Committee Members and have them voted on by the Delegates/Directors (Voting Members).
- D.** To prepare and present all resolutions that are passed on to the appropriate government department.
- E.** To assist all Active Members (Branch or Club) in every way possible with their activities.
- F.** To carry on the general business of the Federation.

**ARTICLE 8 – DUTIES OF ACTIVE MEMBERS (BRANCH OR CLUB)**

- A. All Active Members (Branch or Club) are required to forward to the Federation Secretary, the following:
  - (i) A correct list of all their Officers with contact information and to notify of all changes.
  - (ii) A report on projects being conducted by the Active Member (Branch or Club).

**ARTICLE 9 – PROCEDURE FOR APPOINTMENT OF LIFE MEMBERS**

- A. To be eligible for appointment, the individual must be a current member of a Branch or Club, which 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. The individual must be recommended for appointment by at least one current Life Member and one non-Life Member on the Executive Committee.

