

By-laws of Greenspace Watch

*Approved by Letters Patent of May 2, 2011
Amended May 29, 2012*

Article I – Name

1. The name of the organization shall be “Greenspace Watch”, hereinafter referred to as the Organization.

Article II – Corporate Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Organization.

Article III – Objective

1. The objective of the Organization shall be the preservation and enhancement of greenspace and environmentally sensitive natural spaces in Canada’s national capital area, whether publicly or privately owned.

Article IV – Membership

1. There shall be three (3) classes of membership as follows:
 - i) Group membership for organizations, whether incorporated or not, which are interested in furthering the objective of the Organization. It is expected that the group will delegate authority to one of its members who will be expected to represent the interests of the group at Organization meetings and will also be expected to represent the interests of the Organization at meetings of the group;
 - ii) Individual membership for individuals who are interested in furthering the objective of the Organization;
 - iii) Associate membership for individuals, groups, or businesses interested in supporting the Organization and its objective but who do not wish to take part in the active governance of the Organization.
2. Any person or group interested in becoming a member of the Organization shall apply to the Board of Directors who shall accept or reject the application. Renewal of membership shall indicate any change in information concerning the member, including any change in mail or e-mail address.

3. Membership is not transferable, although a group member may change its delegate at any time.
4. Any member may withdraw from the Organization by delivering to the Secretary of the Organization a written resignation.
5. Any member may be required to resign from the Organization by a two-thirds (2/3) vote of the members present at an Annual meeting or a General meeting, provided that any such member shall be granted an opportunity to be heard at such meeting and that thirty (30) days' notice is given of intent to hold such a vote.
6. Dues, payable by members, and the membership period covered by the dues shall from time to time be fixed by the Board of Directors.
7. Membership is contingent upon payment of dues.

Article V – Membership Meetings

1. The Organization shall hold an Annual General Meeting of members once each calendar year. The Annual General Meeting and other meetings of members shall be held on such dates and at such locations as determined by the Board of Directors, by the Chair, or by five (5) members (or ten percent (10%)) of the membership, whichever is less.
2. A minimum of twenty-one (21) days' prior notice shall be given by e-mail of any Annual General Meeting or a general meeting of members. Normally, notice of the next meeting will be included in the Agenda of the preceding meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit members to form a reasoned judgement on the decisions to be taken.
3. Any one (1) voting member can ask for a special general meeting. The agreement of the Chair and at least of two (2) Directors is needed to call such a meeting.
4. One-tenth (1/10) of the combined Group and Individual membership shall constitute a quorum at an Annual General Meeting. For other meetings of members, five (5) members including at least two (2) Directors, or, a majority of Directors in office, from time to time, but no less than three (3) Directors, shall constitute a quorum.
5. Individual members and each delegated member of an organization with Group membership present at a meeting shall have the right to exercise one vote. Associate members do not have voting rights. A majority vote (50% + 1) determines questions at meetings unless the Act or these By-laws otherwise provide.
6. At every Annual General Meeting the report of the Directors and the financial statement shall be presented and Directors and the Chair shall be elected for a one-

year term. If members at a previous Annual General Meeting have chosen to appoint an Auditor, the report of the Auditor shall be presented.

Article VI – Board of Directors

1. The property and business of the Organization shall be managed by a Board of Directors composed of a minimum of three (3) and a maximum of fifteen (15) Directors, hereinafter referred to as the Board.
2. The membership shall set the number of Directors within the specified limits and elect the Directors at Annual General meetings. Directors must be individuals, eighteen (18) years of age, with power under the law to contract. The term of office of a Director shall begin during the meeting at which he or she is elected and shall continue until the next Annual General Meeting. The membership may change the number of Directors within the specified limits at Annual General Meetings.
3. The office of Director shall be automatically vacated:
 - i) if a Director resigns his or her office by delivering a written resignation to the Secretary of the Organization;
 - ii) if at a meeting of members a resolution is passed by a two-thirds (2/3) vote of the members present that he or she be removed from office, provided that any such Director shall be granted an opportunity to be heard at such meeting and the thirty (30) days' notice is given of intent to introduce such a resolution.
4. If there is a vacancy in the Board of Directors, the members may at a meeting of members, fill the vacancy with a voting member of the Organization.
5. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any remuneration from his or her position as such, except that a Director may be compensated for reasonable expenses incurred in the performance of his or her duties.
6. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted.

Article VII – Powers of the Board

1. The Board of Directors of the Organization shall administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, except as hereinafter provided, generally exercise all such other powers and carry out all such other acts as the Organization is by its charter authorized to exercise and do.
2. The Board shall have the power to authorize reasonable expenditures on behalf of the Organization from time to time and may delegate by resolution to an officer or

officers of the Organization the right to employ and pay a reasonable remuneration to employees or agents of the Organization. Reasonable remuneration shall be fixed by a resolution of the Board.

3. The Board shall take such steps as it may deem requisite to enable the Organization to acquire, accept, solicit, or receive gifts and donations of any kind whatsoever for the purposes of furthering the objective of the Organization.

Article VIII – Board Meetings

1. Meetings of the Board may be held at any time and place to be determined by the Directors provided that fourteen (14) clear days' notice of such meeting shall be provided to each Director, and provided there shall be at least one (1) meeting per year. The Board at any time may waive notice of a meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat; however, business conducted at such a meeting must be confirmed at a subsequent Board meeting which shall be called with fourteen (14) days' notice.
2. A majority of Directors in office, from time to time, but no less than three (3) Directors, shall constitute a quorum at a meeting of the Board.
3. Normally, all matters before the Board shall be decided by consensus, unless the Canada Not-for-profit Act provides otherwise. Consensus means agreement by all members present. Where consensus cannot be obtained, a majority vote (50% + 1) of those Directors present shall be binding.
4. Meetings of the Board may be held by teleconference or other electronic means, provided all Board members have consented in advance to holding meetings in that manner, all members are permitted and have the ability to participate, and a majority of Board members has approved holding such a meeting. A quorum shall consist of three (3) Directors. The Secretary shall produce Minutes recording any votes held.

Article IX – Officers

1. The officers of the Organization shall be Chair, Vice-Chair, Secretary, Treasurer, and any such other officers as the Board of Directors may determine. Any two (2) offices may be held by the same person, except that of Chair and Vice-Chair. Officers need to be Directors of the Organization.
2. The Chair shall be elected at the Annual General Meeting of the members. The term of office of the Chair shall begin at the close of the Annual General Meeting. Other officers may be appointed by the Board to serve only until the next Annual General Meeting following their appointment.

3. The officers of the Organization shall hold office for one (1) year from the date of election or appointment or until their successors are elected or appointed in accordance with the provisions of these By-laws.
4. In the event of resignation of the Chair, a replacement may be appointed by the Board. Any such appointment shall be only until the Annual General Meeting following the appointment.
5. Officers shall be subject to removal by resolution of a two-thirds (2/3) vote of members present at a General Annual Meeting provided that any such officer shall be granted an opportunity to be heard at such meeting and a thirty (30) days' notice is given of intent to introduce such a resolution.

Article X – Duties of Officers

1. The Chair shall be the chief executive officer of the Organization. He or she shall preside at all meetings of the Organization and of the Board of Directors. The Chair shall have the general and active management of the affairs of the Organization and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall also perform such other duties as shall from time to time be prescribed by the Board.
2. The Vice-Chair shall replace the Chair in the Chair's absence. The Vice-Chair shall also perform such other duties as shall from time to time be prescribed by the Board.
3. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall be custodian of the seal of the Organization, which he or she will deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. He or she shall perform such other duties as may be prescribed by the Board.
4. The Treasurer shall have the custody of the funds and securities of the Organization and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Organization in the books belonging to the Organization and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Organization in such chartered bank, credit union, caisse populaire, or trust company as may be designated by the Board from time to time.
5. The Treasurer and three (3) other officers shall be signing officers. The signatures of two of the signing officers shall be required to disburse the funds of the Organization. The Treasurer shall render to the Directors and members of the Annual General Meeting, or whenever the Board may require it, an accounting of all the transactions and statement of the financial position of the Organization. The Treasurer shall also perform such other duties as may from time to time be prescribed by the Board.

6. The duties of all other officers shall be such as the terms of their engagement call for or the Board requires of them.

Article XI – Committees

1. The Board of Directors may appoint committees whose members shall hold their offices at the will of the Board. A member of the Board shall be a member of each such committee.

Article XII – Execution of Documents

1. Contracts, documents or any instruments in writing requiring the signature of the Organization, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.
2. The Directors shall have the power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing.

Article XIII – Auditors

1. The members may, at an Annual General Meeting, appoint an Auditor to audit the accounts and annual financial statements of the Organization for report to the members at the next Annual meeting. The Auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors. The Auditor may not be a Director, officer or employee of the Organization.

Article XIV – Parliamentary Authority

1. The rules contained in the 1990 edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Organization may adopt.

Article XV – Amendment of By-laws

1. Any by- laws of the corporation not embodied in the letters of patent may be repealed or amended by by-law, or at an Annual General Meeting or General Meeting of the Organization, by a two-thirds (2/3) vote of the members present.
2. Fourteen (14) days' notice must be given of any proposed amendment to the By-laws.