

**TORONTO ORNITHOLOGICAL CLUB
EXTRACTS FROM THE LETTERS PATENT
AND
GENERAL BY-LAW**

SUMMARY OF THE OBJECTS OF THE TORONTO ORNITHOLOGICAL CLUB AS SET OUT IN THE
SUPPLEMENTARY LETTERS PATENT DATED JULY 8, 2004
AND GENERAL BY-LAW, AS LAST AMENDED ON JUNE 13, 2016

- 1) To educate and increase the public's understanding of ornithology by offering meetings and organizing bird outings and by collecting and disseminating educational and research material on that topic.
- 2) To undertake research on the wild bird populations in the region by monitoring and assisting in the compilation of a comprehensive wild bird database for the region.
- 3) To educate and inform the public about wild birds and their habitats.
- 4) To organize or participate in projects designed to protect and preserve important habitats for birds.
- 5) To do all such other things as are incidental and ancillary to the attainment of the foregoing purposes.

The Toronto Ornithological Club is a non-profit Ontario organization holding Ontario Corporation Number 741676. The Club was originally founded in 1934. It was incorporated by Ontario letters patent of incorporation dated November 23, 1987, which were amended by supplementary letters patent dated July 8, 2004.

BY-LAW OF THE TORONTO ORNITHOLOGICAL CLUB:

ARTICLE 1: MEMBERS

Section 1: Membership in the Club is open to any individual who supports the objects of the Club and agrees to comply with the Code of Ethics adopted by the Club. An individual becomes a member in good standing by completing the membership application or renewal form and paying the applicable membership dues.

Section 2: Honorary Members shall be eminent ornithologists and/or long-term members who have made significant contributions to the Club. They shall not be liable for membership dues. The number of such members may not exceed seven at any given time.

Section 3: Only Honorary and Active Members in good standing shall be eligible to hold office, to be Councilors, and to vote. Active members shall include Supporting and Benefactor members as defined in Article 1, Section 4, in addition to Regular Members.

Section 4: On the advice of the Treasurer, the Council shall set the amount of Active Members' dues for the following year at its September meeting. Dues must be paid by December thirty-first of the current year in order for members to remain in good standing.

- 1) Active Members may, at their option, pay double the regular Active Member dues or more, with the additional money being considered a donation. Such members shall be designated as Supporting Members.
- 2) Active Members may also, at their option, pay at least five times the regular Active Member dues, with the additional money being considered a donation. Such members shall be designated as Benefactors.
- 3) Full-time students shall pay a reduced rate of approximately one-half of the regular dues, to be determined by Council on the recommendation of the Treasurer.
- 4) A reduced level of membership dues shall be offered to two or more Active Members residing at the same address owing to the reduced costs to the Club.

Section 5: Notwithstanding the amount of dues paid, all such persons shall have equal status as Active Members.

Section 6: Inactive Members formerly in good standing may be reinstated by payment of current dues except expelled members. A list of Inactive Members shall be prepared by the Treasurer and supplied to the Membership Secretary and Editor for record-keeping.

ARTICLE 2: POWERS AND DUTIES OF COUNCIL

Section 1: The affairs of the Club shall be managed by a Council of not less than eight nor more than thirteen Councillors each of whom at the time of election and throughout the term of office shall be a Member in good standing of the Club, and of whom 50% + 1 (or 50% + ½) shall constitute a quorum for the transaction of business at any meeting of the Council. The Council shall manage and control the property and affairs of the Club, shall direct the expenditure of its funds, shall supervise all Club publications and shall perform such other functions as may be prescribed in this By-law.

Section 2: The Officers of the Club shall be as follows: President, Vice-President, Secretary, Treasurer, Editor, Outings Councillor, Conservation Councillor, Records Councillor, and Membership Secretary. Additional Officer positions may be established if necessary, by a majority vote of Council. Non-officer positions may also be created.

Section 3: Following the Annual General Meeting, the Editor, Conservation Councillor, and Records Councillor shall respectively take office as chairs of the Publication, Conservation, and Records Committees. Each chair shall be responsible for identifying a vice-chair and members of their Committee at the first meeting of Council following the Annual General Meeting.

Section 4: The Councillors shall be elected by majority vote at the Annual General Meeting (AGM). Each Councillor except the Past President must be elected each year. Only Active and Honorary Members of the Club will be eligible for office. At the Annual General Meeting each Councillor shall give a report of the year's activities under his or her charge.

Section 5: The Council may at any meeting appoint any special committee and name the chairman thereof. The Council shall prescribe the duties and functions of any committee so appointed. The Council may by resolution dissolve any special committee at any time.

Section 6: The Council may establish such sub-committees as it deems necessary to manage its affairs in a businesslike manner. They shall have such powers and duties as have been delegated by Council.

Section 7: In the case of a tied vote at any meeting of Council, the motion shall be lost.

ARTICLE 3: DUTIES OF THE COUNCILLORS

Section 1: The President, when present, shall preside at the meetings of the Club and of the Council and conduct all proceedings in accordance with accepted rules of order. The President shall sign such contracts, documents or instruments in writing as require his or her signature and have such other powers and duties as may from time to time be assigned by Council or as are incident to office. The President will serve ex officio on all committees including the nominating committee. The President may choose to remain a Council Member for one year after holding office in the continuing role of Past President.

Section 2: The Vice-President shall arrange the ornithological programs of the Club. All Members and Councillors shall assist the Vice-President in recommending suitable speakers. The Vice-President shall assume the duties of the President in the President's absence and shall perform such other duties as assigned by Council.

Section 3: The Secretary shall keep the minutes of the meetings of the Club and Council and of such deliberations of Council as Council shall direct and shall submit an abstract of the Club's proceedings to the monthly publication. The Secretary shall keep an attendance record of guests. The Secretary shall have such other powers and perform such other duties as the Council shall direct.

Section 4: The Treasurer shall:

- 1) be the custodian of the books of account and the accounting records of the Club,
- 2) collect all dues from Active Members and shall keep a record of all dues paid, and shall inform the Editor prior to the January meeting which members are in good standing,
- 3) prepare and maintain a list of Inactive Members, that is, living former Active Members who are delinquent in paying their dues; this list shall be updated annually and provided to the Membership Secretary,
- 4) present an up-to-date report on the Club's finances at every Council meeting,
- 5) present an audited financial statement at the Annual General Meeting,
- 6) pay all accounts, invoices, etc as they fall due including an appropriate honorarium to guest speakers,
- 7) cooperate with the Membership Secretary on all relevant matters,
- 8) and have such other powers and perform such other duties as Council shall direct.

Section 5: The Editor shall publish a monthly newsletter and shall chair the Publications Committee. The Editor, with the cooperation of the Publications Committee, shall also edit and/or supervise the publication of such other ornithological matters as Council may authorize. The Editor shall also distribute Club publications to the membership. To all members whose membership is about to lapse, the Editor shall enclose a notice warning them of such with the January newsletter. The Editor shall withhold subsequent newsletters until the member has resumed good standing. The Editor will publish a list of Active and Honorary Members in February as supplied by the Treasurer.

Section 6: Council shall appoint Council Members to the following positions:

- 1) The Outings Councillor shall organize Club outings and publicize them. The Outings Councillor will also be responsible for organizing and publicizing the Jim Baillie Memorial Bird Walks intended for the education and benefit of the general public. The Outings Councillor shall provide the results of outings to the Records Councillor for tabulation. The education of the public should include such areas as avian anatomy and behaviour and factors leading to population declines in certain species.
- 2) The Conservation Councillor shall provide liaison with other appropriate clubs and agencies including the Federation of Ontario Naturalists, the World Wildlife Fund (Canada), Bird Studies Canada, the TRCA, and other government and private organizations. In particular, the Conservation Councillor will cooperate with groups attempting to preserve natural areas with a primary focus on the Greater Toronto area and shall attempt to enhance opportunities for birding wherever practical.
- 3) The Records Councillor with the assistance of the Records Committee shall gather the significant reports of Club members and shall arrange to have them published. The Records Councillor will be responsible for

seeing that the Christmas Bird Count is conducted for the Toronto area and for reporting these results as well as seasonal rarities to the magazines "Field Notes" and "Birder's Journal" or their successors. The Records Councillor shall maintain records of Club outings, roundups, waterfowl counts, etc. where feasible. The Club's Archivist will report to the Records Councillor and will be responsible for the maintenance of the Club archives and related matters. The Greater Toronto Raptor Watch will operate as a subcommittee of the Records Committee. The organizers of the Raptor Watch will report to the Records Councillor who shall present such reports to Council.

- 4) The Membership Secretary, who shall act as a liaison between the Council and the membership with the aim of promoting goodwill within the Club. The Membership Secretary shall welcome new members and guests to the Club and provide members with the "new member packets". The Membership Secretary will also work cooperatively with the Treasurer on matters relating to annual dues renewal and Inactive Members.

Section 7: If any office other than that of the Past President becomes vacant during the year, the Councillors may elect or appoint an Active Member to fill such vacancy.

Section 8: Members of Council may be elected and re-elected for an indefinite period.

Section 9: When circumstances warrant, the powers and duties of Outings Councillor, Conservation Councillor, Records Councillor, Editor, Secretary, and Membership Secretary may be combined with those of another office. If any member of Council becomes unable to serve, Council shall appoint an interim replacement until the next Annual General Meeting.

Section 10: Any member of Council may be removed from office by a two-thirds vote of Active and Honorary Members present at any regular meeting.

ARTICLE 4: FEES, ASSESSMENTS, AND BUSINESS MATTERS

Section 1: All cheques, drafts, or orders for the payment of money and all notes acceptances of bills of exchange shall be signed by such Councillor Councillors as the Council shall from time to time designate by resolution.

Section 2: The Club's fiscal year shall be from January first to December thirty-first.

ARTICLE 5: MEETINGS

Section 1: Meetings shall normally be held on the second Monday of each month from September to June, except in May when it shall be held on the first Monday and in October when it shall be held on the third Monday owing to Thanksgiving. If additional meetings are added, they shall be held on the fourth Monday of each month from September to June. Other dates may be chosen, depending on special circumstances. The following items of business shall be transacted at each regular meeting in any order presented by the presiding officer:

- 1) Call to order
- 2) Amendments to and approval of the minutes of the previous meeting
- 3) Introduction of guests
- 4) Welcoming of new members
- 5) Club business including Committee reports
- 6) Other business and announcements
- 7) Annual General Meeting (if appropriate)
- 8) Introduction of the speaker and ornithological program
- 9) Field observations

Section 2: The Annual General Meeting will normally be held in March of each year. At least thirty days notice giving time and place shall be given in the newsletter or otherwise to all Active Members, setting out the agenda of items to be discussed. An auditor for the ensuing year shall be appointed at this meeting.

Section 3: Issues requiring a vote by the general membership shall be resolved by a simple majority by show of hands at any regular meeting by all Active and Honorary Members present.

Section 4: A minimum of twenty (20) percent of the Active and Honorary Members may petition the Council that a special meeting of the general membership be held within twenty-one days to discuss a particular matter.

Section 5: The By-laws of the Club may be amended by two-thirds vote of Active and Honorary Members at an Annual General Meeting provided written notice of the proposed change has been given at least 30 days before the meeting.

Section 6: The President at the Annual General Meeting shall personally announce the recipient of the past year's Outstanding Member award. This award should not be presented to the same member two years in a row. Emphasis will be placed on activities of the previous year or recent years. Criteria shall include but not be confined to:

- 1) excellence in the performance of Club duties,
- 2) contributions to the advancement of ornithology,
- 3) initiative shown in making improvements to the Club or Club matters

ARTICLE 6: ELECTIONS TO COUNCIL

Section 1: A nominating committee of three Active Members appointed by the President in September shall meet in December to nominate a slate of officers for the following year. Additional nominations will be accepted from Active Members by mail.

Section 2: The Club's fiscal year shall end at December 31. The Club's Annual General Meeting will normally be held in March each year, normally on the same day as the regular meeting.

Section 3: Additional nominations may be made by any Active Member. To be valid, nominations must:

- 1) be made in writing, showing the name and proposed office of the nominee,
- 2) be proposed and seconded by Active Members in good standing,
- 3) include evidence of the nominee's consent, and
- 4) be delivered to the Secretary at least 10 days prior to the date of the Annual General Meeting

Section 4: Election of Councillors shall take place at the Annual General Meeting. The election shall be a two-stage process, with any uncontested positions being voted by a show of hands, and contested positions voted upon by secret ballot. If there are more than two candidates for a particular position and the leading candidate fails to gain an absolute majority of votes cast, the candidate with the fewest votes shall drop out and the voting procedure be repeated until a majority for one candidate has been established. In the event of a tie vote, the Chairperson of the meeting shall cast the deciding vote. After the Officer positions have been elected, any unsuccessful candidates may stand for any remaining Councillor positions. If multiple stages of voting are required, the Chairperson may, with the unanimous consent of the meeting, proceed by show of hands instead of secret ballot.

ARTICLE 7: TERMINATION OF MEMBERSHIP

Section 1: Membership may be terminated by (a) death, (b) resignation, or (c) expulsion. Terminated Members will no longer be maintained on the Inactive Member list.

Section 2: Any Active or Inactive Member may be expelled from the Club on satisfactory evidence that the member is an improper person to be connected therewith. Such member shall have the privilege of a hearing and representation before Council, prior to any action being taken. Such expulsion to be valid shall require a vote in favour of expulsion by at least two-thirds of the members in good standing at a regular meeting. Not less than thirty days' notice shall be given to all members in good standing and to the member accused. Before expulsion proceedings are begun, the member shall be given an opportunity to resign.

DATE OF LAST REVISION TO BY-LAW: June 13, 2016

DATE OF LAST REVISION TO OBJECTS: July, 2004