

# Canadian Section of The Wildlife Society

Incorporation  
Bylaws



# Background

- The intent of this presentation is to provide a detailed (archival) account of the process toward incorporation and the Bylaws of the newly incorporated CSTWS
- CSTWS held a Strategic Planning Workshop in March, 2018
- A ‘living’ 5-year Strategic Plan was derived based on the workshop outcomes
- The CSTWS Strategic Plan highlights three primary areas of focus under the following headings:
  - Communication (internal and external)
  - Education (training, workshops, collaborative partnerships)
  - Membership (recruitment, retention, value proposition)

# Background

- March, 2018 also marked the start date of our first paid position in CSTWS history, an Executive Coordinator position, hired to assist with activities aimed at growing the CSTWS
- The Executive Coordinator position key activities include:
  - Development of revenue streams to support CSTWS activities and growth
  - Build partnerships with key environmental organizations
  - Network with committees and working groups and offer support
  - Assist with planning and promotion of the CSTWS annual conference
- Efforts were undertaken to execute these initiatives
- In doing so, roadblocks became apparent, both with respect to Canadian Revenue Agency/Canadian Tax law as well as fundraising entities interests in supporting ‘vetted’ incorporated organizations
- A meeting took place with a lawyer to gather information about tax law, the costs, and steps associated with incorporation

# Background

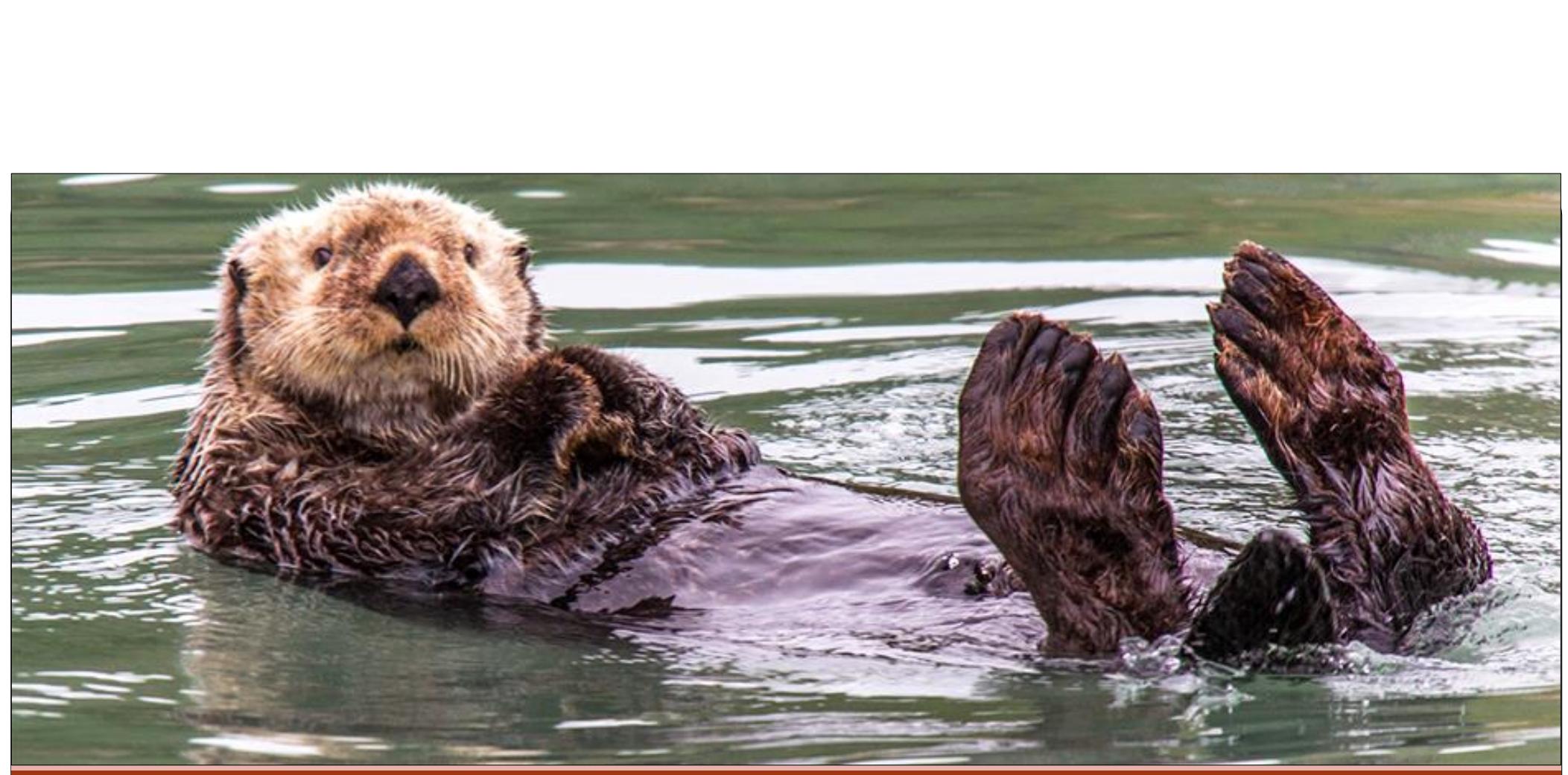
- Outcomes of the meetings with the lawyer indicated it would be prudent for the CSTWS to seek Inc. status given the CSTWS should be filing a Canadian tax return on all annual returns, incorporation would offer CSTWS an important shift of liability for directors, and most grants/sponsorships will seek to verify a vetted organization
- There were two avenues to incorporation: For-Profit or Not-for-Profit
- Under Not-for-Profit Incorporation, an organization can decide to additionally seek charitable status
- To acquire Not-for-Profit status is relatively easy, usually with a 1-month turn around
- To seek charitable status is more onerous (more paperwork to be completed with an approx. 6-month turnaround)

# Background

- Becoming Incorporated (Not-for-Profit) provides the following benefits:
  - Compliance with Canadian tax law
  - Removal of director's personal financial liability
  - "Vetted" organization (credibility)
  - Note, with this option, stipulations apply with respect to the amount of money that an organization can hold in the bank
- With Charitable Status (the above benefits plus):
  - Tax receipts for donations/enhanced fundraising capabilities
  - Access to government funding/grants/programs
  - Do not have to pay tax on dollars raised during fundraising
  - Enhanced capacity for larger sums of money to be held by the organization

## Background

- Discussions were held between TWS and the CSTWS and approval was given by TWS Council to proceed
- The decision was made to move forward with the Incorporation of the CSTWS as a Not-for-Profit organization
- Based on further discussions among the CSTWS Executive, the decision was also made to move forward with an application for Charitable Status



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# CSTWS Articles of Incorporation

# **THE CANADIAN SECTION OF THE WILDLIFE SOCIETY**

## **LA SOCIÉTÉ DE LA FAUNE, SECTION CANADIEN**

### **SCHEDULE 1**

#### **FORM 4001– ARTICLES OF INCORPORATION**

- Any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.
- The Corporation 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 furtherance of its purposes.
- Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties.
- The Board of Directors may appoint one or more additional Directors who shall hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members.



# CSTWS Incorporation General Operation By-Law

## Bylaws - Approach

- We adopted all Bylaw modifications that were required under the Incorporations Act of Canada
- Any additional variations open for decision were made to bring us as close to our current Bylaws as we were able
- The Bylaws for the new Incorporated CSTWS were approved on July 11, 2019
- The Bylaws provided for the newly incorporated CSTWS can be modified by Special Resolution of the Members

## Affiliation

- The Corporation shall comply with the code of ethics, objectives, and policies of The Wildlife Society Inc.
- A Memorandum of Understanding document will be developed between The Wildlife Society Inc. and the CSTWS Inc. for use of the name The Wildlife Society among other considerations
- A Memorandum of Understanding document may also be developed between each Canadian provincial or student chapter with the CSTWS Inc. for use of the name The Wildlife Society, among other considerations

## Financial

- AGM must be held within 6 months of fiscal year end
- Fiscal year end will now be December 31<sup>st</sup>
- Banking of the Corporation must be at a bank, trust company or other firm carrying on banking business in Canada
- Deeds, transfers, assignments, contracts, obligations requiring execution by the Corporation may be signed by two of the directors, of which one is the President (or Vice-President if President is unavailable)
- Public accountant (CGA) must be engaged to conduct a financial review as required under the Act
- The Corporation shall send (make available) copies of the annual financial statements (and other materials as required under the Act) to the members as approved by the Board, between 21 to 60 days before the day of the AGM

# Members

- There shall be 1 class of members in the Corporation
- Membership is available to individuals interested in furthering the Corporations purposes and who have applied for and been accepted into the membership by the Board of Directors
- Membership may be divided into categories of membership for the purpose of assessing applicable membership fees or eligibility; e.g. Honorary member
- A member of the Corporation shall have the right to receive notice of, attend, speak, and participate at all meetings of the members and are entitled to 1 vote at all meetings

# Members

- Members can be terminated if:
  - The member dies
  - Member ceases to maintain qualifications for membership; e.g. doesn't pay dues
  - Member resigns with written resignation to President
  - Member is removed based on conduct in accordance with Section 3.05 of the Bylaws
  - Corporation is liquidated or dissolved under the Act
- Dues:
  - Board of Directors determine the amount and manner in which membership dues are to be paid
  - Members have 1 calendar month to renew membership – those in default cease to be members of the Corporation

# Members

- Discipline of Members
  - Board of Directors may suspend or remove any member of the Corporation for any one of the following:
    - Violating any provision in the Articles of Incorporation, Bylaws, or Operating Policies
    - Carrying out any conduct which may be deemed detrimental to the Corporation, at the sole discretion of the Board of Directors
    - For any other reason that the Board of Directors, in its sole and absolute discretion, considers to be reasonable
  - If members are expelled or suspended from membership in the Corporation, the President shall provide 20 days notice to the member

## Meeting of the Members

- AGM must be held no later than 6 months after the Corporation year end (Act required)
- Board of Directors may call a special meeting of the members at any time
- 5% of members for quorum
- Meetings must be held in Canada
- Notice of meetings 21-60 days prior to meeting date by email or if requested by member, by mail (notice must be sent to all members, directors, accountant)
- Telephone, electronic, or other communication can be used to facilitate member presence and vote at a meeting

# Meeting of the Members

- Public (non-members) may be invited to attend a meeting at the discretion of the Board of Directors
- The President is to Chair the Members meeting or Vice-President if the President is absent
- A member, if absent at the meeting, may vote by mail-in ballot or telephone, or electronic communication means
- No vote by proxy is permitted
- Majority vote prevails. In the case of a tied vote, the motion fails

# Background to Board of Directors

- Under Canadian law, we now must operate as a Corporation, consisting of an elected Board of Directors (we no longer refer to ourselves as an Executive Committee)
- The Board of Directors is comprised of a minimum of 3 people to a maximum of 9 people
- The voting members of the Board of Directors are ‘elected’ by the members (with up to 1/3 of the Board that can be appointed by the BoD that can serve until the next AGM)
- The elected Board of Directors then appoint officers
- Board of Directors will ideally be comprised of 7 people
  - Of the 7 on the Board of Directors up to 5 of those people can also act as Officers
  - 2 of the Board of Directors are not allowed to act as Officers

# Directors

- Chapter Presidents are not on CSTWS Board of Directors and not voting members of the CSTWS Board of Directors (reasoning: they were elected by their chapter memberships, not by the CSTWS members)
- The Chair of the Board of Directors is appointed by the Board of Directors and may or may not be the President
- Monthly calls of the CSTWS Board of Directors will typically include an invitation for the Chapter Presidents (or their representative) non-board of Director officers (chairs of committees) to join the call and will allow for information exchange
- Board of Directors will serve a 2 year term (alternating schedule) and can be renewed in their role if membership elects them again, for a maximum of three terms (6 years)

# Directors

- Of the (ideal) 7 Board of Directors (voting): All Board of Directors are elected by the membership to be Board of Directors. Once the Board is formed, the Board of Directors allocate officer roles - 2 Board of Directors cannot serve as officers
  - President
  - Vice President
  - Secretary
  - Treasurer
  - Past President
  - Board of Director Member
  - Board of Director Member

# Board of Directors

## Old Model – Executive Team

- President (elected)
- Past President (elected)
- Vice President (elected)
- Secretary (appointed)
- Treasurer (appointed)
- Chapter Presidents (n=6)

## New Model – Board of Directors

N= 3-9 – aim for 7, of which 5 can be officers, 2 cannot

- Board Member - President (elected)
- Board Member - Vice President (elected and then officer role determined by BoD)
- Board Member – Secretary (elected and then officer role determined by BoD)
- Board Member - Treasurer (elected and then officer role determined by BoD)
- Board Member – Past President (elected and then officer role determined by the BoD) [ ]
- Board of Director Member (elected by members)
- Board of Director Member (elected by members)

# Board of Director Terms

(Only Initial Term is indicated below- thereafter all terms are 2 years)

- BoD – President – 2 year term (2019-2021)
- BoD – Vice President – 1 year term (2019-2020)
- BoD – Past President – 2 year term (2019-2021)
- BoD – Secretary – 1 year term (2019-2020)
- BoD – Treasurer – 2 year term (2019-2021)
- BoD – 1 year term (2019-2020)
- BoD – 1 year term (2019-2020)
- The above was developed to create a rotation of position turn over

# Directors

- A Director will cease to hold office if the Director dies, resigns, is removed in accordance with Section 5.09 of the Bylaws, or no longer fulfills qualifications of Director as determined by the Board of Directors
- Resignation is written letter sent to the Corporation
- Board of Director vacancies may be filled by a quorum of the Board of Directors or by calling a special meeting of the membership to elect a replacement Board of Director member
- All Board of Directors must disclose Conflict of Interest at time of appointment
- Board of Directors are held to a confidentiality clause on all Corporation matters, all decisions, programs, and financials

# Meetings of Directors

- Meetings of the Board of Directors are called by President, Vice-President, Chair of the Board (if different than the President), or by any two Directors
- Meetings must be held in Canada
- Notice of meetings must be provided to every Director at least 48 hours prior to the meeting
- Participation of Directors in the meeting may be in person, by phone, or other electronic means
- Quorum for Board of Director meetings shall be the majority of the number of Directors
- Each Director holds 1 vote, in the case of equal votes, the motion fails

# Officers

- Officers are appointed by the Board of Directors (not elected by membership) to perform duties and manage an aspect of the Corporations affairs on behalf of the Corporation
- Officer may or may not be a member of the Board of Directors
- Officers may be individuals appointed to Chair a Standing or Ad Hoc Committee
- If an officer is not an elected Board of Director, than the officer does not hold a voting position on the Board (only elected Board of Directors hold a vote)
- Officers shall hold their appointed position for 2 years
- The Board of Directors may remove an officer, if need be, as outlined in the Bylaws
- An Officer may resign from position as outlined in the Bylaws