

Mycological Society of Toronto

Toronto, Ontario, Canada



By-laws

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A By-law relating generally to the conduct of the affairs of

Mycological Society of Toronto

(the "MST")

Be it enacted as a By-law of the MST as follows:

1. General

1.1 Definitions

In this By-law and all other By-laws of the MST, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or Regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the MST;
- c. "Board" means the Board of Directors of the MST and "Director" means a member of the Board;
- d. "By-law" means this By-law and any other By-laws of the MST as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority (more than 50%) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the MST that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.3 Corporate Seal

The MST may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the MST shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the MST must be signed by at least one (1) of its Directors, however for some higher value transactions, more signatures may be required. In addition, the Board may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed.

2. Membership

2.1 Membership Classes

Subject to the articles, there shall be two classes of members in the MST.

2.1.1 Class A membership – voting

Class A membership shall be made available to individuals in accordance with the conditions as set, from time to time, by the Board.

Each Class A voting member is entitled to receive notice of, attend and vote at all meetings of Members and each Class A voting member shall be entitled to one (1) vote on each question put forward at such meetings.

2.1.2 Class B membership – non-voting

Class B non-voting membership shall be made available to individuals in accordance with conditions as set, from time to time, by the Board.

Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the MST.

2.2 Membership Categories

2.2.1 Individual membership

An individual member is one who has attained the age of majority in the province of Ontario. An individual member shall hold class A membership and be entitled to one vote.

2.2.2 Family membership

A group of persons, who reside in the same household, composed of not more than two persons who have attained the age of majority, and up to 4 minors under the age of majority in the province of Ontario. Family membership shall hold class A membership and be entitled to one vote.

2.2.3 Affiliate membership

A person who holds membership in a different mycological organization, or who may be invited into membership as a guest by the Board, and who may from time to time participate in events of the MST, other than the annual general or special meetings. Affiliate membership shall hold class B membership and not be entitled to attend annual general or special meetings. Affiliate membership is not entitled to vote.

2.3 Membership Term

The membership term for all membership classes and membership categories shall be for one year. Membership shall be renewable annually at the time as set by the Board.

2.4 Membership Fees

Membership fees shall be proposed by the Board and approved by the membership, entitled to vote, at an annual general meeting. The fees shall become effective following the annual general meeting at which they are approved.

2.5 Obligations of Membership

All members shall abide by the By-laws, Code of Conduct, policies and other rules as set by the Board from time to time.

2.6 Suspension or Termination

The Board shall have the right to suspend or terminate membership of any person who does not comply with the obligations of membership.

2.7 Right to Appeal

Members shall have the right to appeal a termination of membership, in accordance with policy in place at the time.

3. Board of Directors

3.1 Powers

The Board shall actively pursue the Vision, Mission and Values of the MST.

The Board shall manage or supervise the management of the activities and affairs of the MST.

The Board may adopt policies and rules as necessary for conducting business as set out in the Act, including:

- a. regulating requirements for admission and obligations of membership, as well as suspension and termination of membership;
- b. governing and regulating the operations, management and control of the MST and all its activities including assets, making contracts, and strategic planning;
- c. interpreting the intent of any clause in the Act, By-laws, policies, resolutions or reports in connection with the MST and determining any dispute in that regard;
- d. mitigating and managing risk to protect the members and the assets of the MST;
- e. striking committees or sub-groups, as it deems necessary, with such powers as the Board deems appropriate.
- f. making decisions as necessary where specific direction is not contained in the By-laws.

3.2 Eligibility

Candidates to the Board of Directors must hold Class A membership in the MST.

3.3 Composition

The Board shall be composed of elected Directors.

The Board will consist of no fewer than one (1) and no more than fifteen (15) Directors. Of these Directors one shall be President, one shall be Treasurer, and one shall be Secretary. These three (3) Directors shall be the Officers of the MST.

The remaining Directors shall be known as General Directors and will fulfill specific roles and responsibilities as required. One of these Directors shall serve as Vice-President, as appointed by the Board.

3.3.1 President

The President shall serve as chair of the Board (“chair”) and will lead the Board of Directors and ensure that the Board fulfills its responsibilities for the governance of the MST and the delivery of its purpose, as described in the Act.

3.3.2 Treasurer

The Treasurer will support and advise the Board on financial management and financial viability of the MST, including ensuring that all financial reporting requirements are being met.

3.3.3 Secretary

The Secretary will record and maintain the meeting minutes and other official decisions and documents of the Board and of the annual general meeting of members.

3.4 Officers

The President, Treasurer and Secretary shall be the officers of the MST and shall have the authority to bind the MST. The Board, at its discretion, may choose to appoint additional officers as may be needed.

3.5 Terms

Directors are elected for one (1) year term of office. Directors will take office at the conclusion of the annual general meeting at which they are elected.

Directors who have completed their term may be eligible for re-election.

For the purposes of the By-law, “year” means the period between the end of one annual general meeting and the end of the following annual general meeting.

3.6 Nominations and Application

Qualification criteria for applicants may be set by the Board, from time to time.

There shall be an annual call for applications to the Board.

Applicants may be identified and nominated by any member of the MST or individuals may apply in the manner prescribed by the Board.

3.7 Elections

Qualified applicants shall become candidates and will be included on the slate. Elections will occur in accordance with such policies as set by the Board.

The election of Board Directors shall be at the annual general meeting of members. Voting shall be by those members entitled to vote, and shall be by show of hands.

Elections for any position shall be determined by a simple majority.

3.8 Resignation or Deemed Resignation

A Director may offer their resignation to the President. The resignation must be in writing and is effective when accepted by the Board.

If a Director is absent from three (3) consecutive Board meetings, the Director is deemed to have resigned. The Board, in its sole discretion, may accept the resignation and establish the effective date.

3.9 Removal

A Director whose membership has been terminated shall automatically be removed from office.

A Director may be removed from office before the completion of their term by a simple majority of the votes cast at a members' meeting.

3.10 Replacement of Vacancies on the Board

In the event that a vacancy, however caused, occurs on the Board that results in the Board consisting of fewer than the minimum number of Directors as provided for in By-law 3.3, the chair shall convene as soon as practicable a special meeting of the Board. Provided there is quorum on the Board, the Board may, at its discretion, fill the position for the duration of the term, or until the next annual meeting, at which time the vacancy may be filled through the nominations and election process as per By-laws 3.6 and 3.7.

3.11 Meetings of the Board

The Board must meet at least four times a year. A meeting may be in person or may take the form of any electronic or telecommunications media as deemed acceptable by the Board.

The President will chair Board meetings. If the President is absent or in a conflict situation, the Vice-President shall chair the Board meeting(s).

Other individuals may, at the invitation of the Chair, attend for the purpose of presentations to the Board.

3.11.1 Notice of Regular Board Meetings and Urgent Meetings

For regular Board meetings, notice must be given at least fourteen (14) days before the meeting, by means of electronic media unless otherwise determined by the Board.

If the Board sets specific days and times in any months for regular meetings, no notice is required. The failure of any Director to receive notice will not invalidate the proceedings of the meeting.

Board Directors can waive the requirement for notice at any time.

If an urgent meeting must be held and it is not possible to wait fourteen (14) days for the notice period to elapse, the meeting may be held in less than fourteen (14) days with the approval of the Directors.

Only the business specified in the written notice of the urgent meeting shall be transacted at the urgent meeting.

3.11.2 Quorum and Voting

At least 50% plus one (1) of the Board Directors must be present at each meeting of the Board for the valid transaction of business. If the number of Directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.

Except where specified otherwise by the By-laws, questions arising at any meeting must be decided by a majority of those present and eligible to vote. Each Director will have one (1) vote only. In case of an equality of votes, the chair of the meeting in addition to their original vote shall have a second or casting vote. No vote will be given by proxy.

3.12 Indemnification

The MST agrees to indemnify and save harmless every officer, Director, member and volunteer for all actions undertaken by them in good faith on behalf of the MST. This includes claims, suits or proceedings brought against them, provided that no officer, Director, member or volunteer will be indemnified by the MST in respect of any liability, costs, charges or expenses sustained or incurred as a result of fraud, dishonesty, willful neglect or willful default.

4. Meetings of Members

The only persons entitled to be present at a meeting of members shall be voting members, the Directors and the public accountant of the MST. Any other person may be admitted at the sole discretion of the Board. All meetings shall be chaired by the President or their designate.

4.1 Annual General Meeting

The annual general meeting of members shall be held each year at a time not longer than 15 months from the preceding annual general meeting, and at a place within the MST jurisdiction within Canada, as agreed upon by the Board.

Business to be transacted at the meeting shall include:

- Receipt of the annual report of business
- Receipt of financial report
- Election of Board Directors
- Any other business as specified in the notice of meeting

4.2 Notice of Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (i) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Failure to receive such notification by any member will not invalidate the proceedings of the meeting.

4.3 Quorum

A quorum at any meeting of the members shall be 30 voting members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.4 Voting

At any meeting of members every question shall be determined by a majority of the votes cast on the question.

All questions submitted to the meeting shall be decided by a show of hands.

Every voting member shall have one vote on every question or election put before the meeting.

In case of an equality of votes the chair of the meeting in addition to an original vote shall have a second or casting vote.

5. Finances

5.1 Fiscal Year

The fiscal year shall begin on the first day of April, and end on the thirty-first day of March, of the next calendar year.

5.2 Banking Arrangements

The banking business shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a Director or Directors of the MST and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

Funds shall be maintained in a Bank or Trust Company account with cheque privileges, in the custody of the Treasurer.

Funds shall be paid from the MST account only as directed by the Board or by a general, special, or annual meeting.

All payments shall be substantiated by invoices or statements certifying expenditures on behalf of the MST.

5.3 Borrowing Powers

If authorized by a By-law which is duly adopted by the Directors and confirmed by ordinary resolution of the members, the Directors of the MST may from time to time:

- a. borrow money on the credit of the MST;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the MST; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the MST, owned or subsequently acquired, to secure any debt obligation of the MST.

Any such By-law may provide for the delegation of such powers by the Directors to such officers or Directors of the MST to such extent and in such manner as may be set out in the By-law.

Nothing herein limits or restricts the borrowing of money by the MST on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the MST.

5.4 Transactions

Records shall be kept by the Treasurer of all financial transactions, identifying the source of incoming funds and the purpose of outgoing funds, and referencing the documents supporting the transaction.

Funds may be advanced from the MST's account for future anticipated expenditures provided a written statement of estimated expenses is presented to and approved by the Board. Documents supporting the expenditures shall be submitted to the Treasurer after the actual expenditures and all unused funds shall be returned to the MST.

5.5 Signing Authority

At the beginning of each fiscal year, the Board shall designate at least three Directors to have signing authority for MST financial transactions, including cheques and withdrawals. One of these Directors shall be the Treasurer, and one shall be one other of the Officers.

All financial transaction documents of the MST shall be signed by two of the three Directors with designated signing authority. One of these two must be an Officer.

5.6 Audit

The financial records and books of the MST shall be audited at the end of the fiscal year. The Corporation shall have an Audit Committee consisting of at least 3 Directors.

5.7 Annual Financial Statement

An annual financial statement showing the total incoming and outgoing funds, as well as the current balance and its increase or decrease over previous year's balance, shall be presented along with the audited report, at the Annual Meeting.

The MST may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the MST and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

5.8 Remuneration

Directors, members and volunteers shall not receive remuneration for acting in such capacity on behalf of the MST. They may be re-paid out-of-pocket expenses incurred in the discharge of their duties, as set out in policy.

Members and volunteers, but not Directors, are not prevented from providing services to the MST in other capacities and for receiving compensation for those services.

6. Amendments and Validity

6.1 Amendments

The Board of Directors may not make, amend or repeal any By-laws that regulate the activities or affairs of the MST without having the By-law, amendment or repeal confirmed by the members by ordinary resolution. The By-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a By-law that requires a special resolution of the members according to the Act.

6.2 Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

ENACTED by the Directors of the Corporation this _____ day of _____, _____.

President

Secretary

CONFIRMED by the Members of the Corporation this _____ day of _____, _____.

Secretary