

BYLAW NO. 8, 2013

A bylaw relating generally to the conduct of the affairs of the

CANADIAN ENVIRONMENTAL NETWORK/RÉSEAU CANADIEN DE L'ENVIRONNEMENT (the "Corporation")

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SECTION 1 – DEFINITIONS**1.01 – Definitions**

In this bylaw and all other bylaws of the Corporation, 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 Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "bylaw" means this bylaw and any other bylaw of the Corporation 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;
- f. "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;
- g. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- i. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- j. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- k. "Environmental group or organization" means an organization, association, or group which is working to protect, conserve, restore and/or promote a clean, healthy, environment for present and future generations;
- l. "Regional Affiliate Network" means a networking organization, incorporated under provincial or territorial government legislation, which is recognized by resolution of the Board of Directors to be a Regional Affiliate Network of the Corporation;

m. "National Affiliate Network" means a networking organization, incorporated under federal government legislation, which is recognized by resolution of the Board of Directors to be a Federal Affiliate Network of the Corporation;

n. "Voting Delegate" means an individual representing a member group, who has been delegated to vote at general meetings of members and has been recognised as such by the board of directors.

o. "National Caucus" means a collection of participants from Class A Member Groups who are working together on a particular issue of national or international scope.

1.02 Interpretation

In the interpretation of this bylaw, 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 above, words and expressions defined in the Act have the same meanings when used in this bylaw.

1.03 Bilingualism

There will be an accurate French language translation of the by-laws available at all times.

SECTION 2 – BUSINESS OF THE CORPORATION

2.01 Registered Office

The registered office of the Corporation shall be at such location in Canada as the Board of Directors may from time to time determine.

2.02 Financial Year

The financial year of the Corporation shall end on the 31st day of March of each year.

2.03 Execution of Instruments

Contracts, obligations, deeds, transfers, assignments, certificates, and other instruments shall be signed on behalf of the Corporation by two of the persons designated as signing officers by resolution of the Board of Directors, and operating under its authority.

2.04 Financial Arrangements

The financial business of the Corporation shall be transacted with such financial institutions, credit unions, trust companies, banks, or other bodies corporate as may from time to time be designated by the Board of Directors, and under its authority.

2.05 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

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

SECTION 3 - ANNUAL FINANCIAL STATEMENTS

3.01 Appointment of Public Accounted

A Public Accountant shall be appointed at the AGM by Members and shall hold office until the next AGM or until their successor is appointed, unless previously removed by resolution of the members of the Corporation. The Public Accountant's remuneration shall be determined by the Board of Directors.

Nomination of a Public Accountant to perform either an audit or a review engagement may be waived by the membership in accordance with the conditions described in the Act.

3.02 The Public Accountant shall be supplied with a copy of the financial reports and it shall be their duty to examine same with the relevant accounts and vouchers relating thereto. The Public Accountant shall at all reasonable times have access to all the books and accounts of the Corporation.

3.03 Annual financial statements must be made available to members 21-60 days before the annual meeting.

3.04 The Corporation 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 Corporation and any member may, on request, obtain an electronic copy free of charge at the registered office or by mail or e-mail.

SECTION 4 - MEMBERSHIP

4.01 Membership conditions

Membership in the Corporation shall be granted to those who support the Objects and Bylaws of the Corporation.

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. The following conditions of membership shall apply:

4.02 Class A Members

- a. Class A voting membership shall be available to any Regional Affiliate Network or Federal Affiliate Network, or to any other non-profit, non-governmental environmental group or organization that is considered as such by the Board of Directors and has been accepted for Class A voting membership in the Corporation. Non-profit associations of for-profit entities shall not qualify for Class A membership.
- b. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the Articles, each Class A voting member is entitled to receive notice of, attend and vote at all the meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
- d. Some activities of the Corporation [organization] may be deemed [to] open only to Class A members by resolution of the Board of Directors.

4.03 Class B Members

- a. Class B non-voting membership shall be available to individuals, corporations, groups or businesses who have applied and have been accepted for Class B non-voting membership in the Corporation.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

SECTION 5 - MEETINGS OF MEMBERS

5.01 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting 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. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaw of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

5.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaw of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.03 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. 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.

5.05 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 6 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

6.01 Membership dues

- a. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within 2 [1] calendar months of the date on which the Corporation so notifies a member [membership renewal date], the member[s] in default shall automatically cease to be a member[s] of the Corporation.
- b. A member that has lapsed pursuant to section 6.01(a) may re-instate its membership, without the requirement for approval by the Board of Directors, by providing a written request for re-instatement to the Executive Committee and paying the membership fee for the current year.
- c. The membership fee is set by the membership at a General Meeting.

6.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. a class B member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 4.02 or 4.03 of these bylaws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 6.03 below or is otherwise terminated in accordance with the articles or bylaw;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.
- g. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

6.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, bylaws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chair or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 7 – BOARD OF DIRECTORS

7.01 Composition

The Board of Directors shall consist of a minimum of 3 and maximum of 15 director positions elected by the membership. Board composition will strive to include the array of skills and expertise necessary for the effective governance of the RCEN and, insofar as possible within this context, a balance of Canada's geographic, cultural and linguistic diversity. To this end, one director position shall be reserved for a representative from a National Caucus and one director position shall be reserved for a representative from a Regional Affiliate Network. Of the total number of directors, the board or membership may decide to designate certain directors as Indigenous, Youth and Francophone representatives.

7.02 Eligibility

To be eligible for the Board of Directors, an individual must be a [member] representative of a [RCEN] Class A voting member, a Regional Affiliate Network or a Federal Affiliate Network [group], authorized by that group to act on its behalf.

7.03 Term of office

Directors shall hold office for a three-year term, and shall be eligible for re-election. At the conclusion of the Annual General Meeting, a director whose term is expiring shall formally retire, at which point their successor shall take office.

7.04 Powers and Duties

The Board of Directors shall govern and direct the activities of the Corporation in the best interests of the corporation. Its specific duties shall include:

- a. Oversee the routine business of the RCEN;
- b. Act in the best interests of the RCEN overall, not as representatives of their individual member group interests;
- c. Elect a Chair, Vice Chair, a Secretary and a Treasurer.
- d. Appoint such other committees as it deems necessary to support the objectives of the RCEN, pursuant to Section 9 of these Bylaws;
- e. Appoint, support and evaluate any RCEN staff. The Board may delegate this authority to an Executive Director if that position exists
- f. Approve the annual operating budget of the RCEN;
- g. Approve audited financial statements;
- h. Ensure that the bylaws and the governance policies are current, consistent with good governance practices and respected in actual practice;
- i. Lead strategic planning;
- j. Approve establishment and dissolution of National Caucuses, pursuant to Section 10 of these Bylaws;

- k. Meet at least quarterly, including once at the Annual General Meeting;
- l. Ensure proper auditing and monitoring of finances, bylaw and policy compliance and other activities;
- m. Confirm member groups pursuant to Section 4 and terminate, suspend or expel member groups pursuant to Section 6.03.

7.05 Vacation of Office and Vacancies

a. A member of the Board of Directors ceases to hold office when their successor takes office at the conclusion of an Annual General Meeting as specific in Section 7.03 of these Bylaws, or when they die, or ceases to be qualified according to Section 7.02, or removed from office according to Section 7.05b or 7.05d, or when their letter of resignation is sent to the Corporation, or at a time specific in such letter of resignation if that time is later than when the letter was sent, or following their unexplained absence from two consecutive meetings of the Board of Directors.

b. <REPEALED>

c. In the case of a vacancy, a new member of the Board of Directors can be appointed by the board to fill the vacancy, pursuant to Section 7.01 of this Bylaw so long as the total number of appointed directors is not more than one-third of the number of directors elected at the previous annual meeting. A director so appointed shall hold office until the next general meeting when a regular election is held.

d. A director can be removed from the board by a resolution passed by a majority of the Voting Delegates at an Annual or Special General Meeting,

7.06 Directors' Meetings and Decision Making

a. Meetings of the Board of Directors shall be held from time to time and at any place in Canada that the Board of Directors, the Chair or any two directors may determine. With the consent of all directors in advance, one or more directors may participate in a meeting by using a telephone or other such means of communication as ensures equal access for all directors, and permits all participants to hear each other, speak to each other directly, and participate fully in the discussion. In such a meeting, all participating directors shall be deemed to be present and part of quorum. Voting shall be outlined in subsection d) below. The Board shall establish the necessary procedures to ensure the security of such meetings.

b. Quorum at any Board of Directors meeting shall be a majority of the director positions.

c. Decision-Making: The Board of Directors may make decisions at a duly called meeting of the Board of Directors at which quorum is present, or by resolution in writing by mail, email, or facsimile in which all directors must vote or abstain. Decision-making shall be by majority vote, with all directors present entitled to vote, except the director chairing the meeting. In the case of a tie, the chair of the meeting may cast the deciding vote.

d. Process: Directors meetings may be chaired by the Chair, Vice Chair, Treasurer or Secretary, or, in their absence, any other director chosen by the directors in attendance.

e. Notice: Notice of the time and place of each Board of Directors meeting shall be given to each director pursuant to Section 12 of these Bylaws, not less than 7 days before the time of the meeting. A Director may waive notice or otherwise consent to a meeting of the Board of Directors. Notice is not required for a meeting of the Board of Directors immediately following the AGM if a quorum of directors is present, nor for an adjourned meeting if the time and place are announced at the original meeting and provided any Directors not present at the adjourned meeting are informed in advance of the meeting's resumption.

SECTION 8 – OFFICERS AND EXECUTIVE COMMITTEE

8.01 Officers and Executive Committee

The Officers of the Corporation shall be the Chair, Vice Chair, Treasurer and Secretary. These four Officers will be on the Executive Committee, if such committee is formed . One director may hold multiple positions if the number of directors is less than 6, or non-directors can hold executive positions, such that there are always two directors who hold no executive positions.

8.02 Chair

The Chair shall be elected annually by the board of directors from among its members. The Chair of the Board of Directors shall supervise the business of the Corporation subject to the authority of the Board of Directors and shall have such other powers and duties as the Board of Directors may specify.

8.03 Vice Chair

The Board of Directors shall annually elect from among the directors a Vice Chair to perform the duties of the Chair in the absence of the incumbent, and such other duties as the Board of Directors may from time to time assign.

8.04 Treasurer

The Board of Directors shall annually elect from among the directors a Treasurer, who shall be responsible for the deposit, safekeeping, and disbursement of the Corporation's funds, shall ensure that accounting records are kept in accordance with the Act, shall provide the financial statement of the Corporation at the Annual General Meeting, and shall have such other powers and duties as the Board of Directors may from time to time assign.

8.05 Secretary

The Board of Directors shall annually elect from among the directors a Secretary, who shall ensure that minutes of meetings and other appropriate records are kept in accordance with the Act and made available to members on request, and shall have such other powers and duties as the Board of Directors may from time to time assign.

8.06 Executive Committee

The Executive Committee may be formed by vote of the Board of Directors and if so shall meet monthly or as necessary to perform such duties as the Board of Directors may from time to time delegate to it. Quorum for the Executive Committee shall be a majority of its voting members.

8.07 Other Officers

The Board of Directors may from time to time appoint such other officers as it deems appropriate, who may or may not be directors of the Corporation. The Board of Directors shall specify the powers and duties of such officers, and may from time to time vary, add to or limit such powers and duties, subject to the provisions of these Bylaws and of the Act. Each such officer shall hold office until their successor is appointed, or until they are removed by the Board of Directors in its discretion.

SECTION 9 – COMMITTEES

The Board of Directors may from time to time appoint such committees as it deems appropriate, to advise and assist the Board of Directors in its work. Every such committee shall be open to individuals drawn from class A and class B membership of the Corporation, unless otherwise determined to be appropriate for that committee by the board. Every Standing Committee shall include at least one Director. Unless otherwise determined by the Board of Directors, each such committee shall have the power to fix its quorum, elect its chair, and regulate its procedure. The Board of Directors may, in its discretion, remove or replace a committee member or disband a committee.

SECTION 10 – NATIONAL CAUCUSES

10.01 Establishment and Dissolution: The Board of Directors shall:

- a. Develop and periodically review criteria for establishment of National Caucuses and make sure that all such activities are consistent with the goals of RCEN;
- b. Establish, upon an application from members, such “National Caucuses” on environmental issues as it deems necessary to support the objects of the corporation;
- c. Establish criteria for determining whether established caucuses remain active;
- d. Conduct an annual review of the operation of caucuses to determine whether they continue to meet approved criteria; and,
- e. After due consultation and consideration, dissolve caucuses which do not continue to meet those criteria.

10.02 Caucus Membership

- a. Any person of an RCEN Class A member group may participate in the activities of one or more national caucuses; Class B members may participate at the invitation of the Caucus for specified purposes or occasions
- b. Only members of Class A member groups can be full voting members of a caucus.

10.03 Steering Committee and Chairs

- a. Each National Caucus shall have a Steering Committee with a Chair or Co Chairs elected by the members of the caucus;
- b. The chair of caucus must be a member of a Class A member group.
- c. The Steering Committee of a National Caucus shall have the authority to generally manage and conduct the affairs of the caucus, including research and development of policy recommendations, selection of delegates for consultations and allocation of resources within the limits of budgets approved for their operations and within the general policies approved, from time to time, by the Board of Directors.
- d. Caucus Chairs shall be elected for a term of up to three years, and shall, if qualified, be eligible for re-election

SECTION 11 – REMUNERATION

No director shall receive any remuneration for their services in those capacities, nor shall they directly or indirectly receive any profit from their position. An officer who is not a director may be an employee of the Corporation, and as such may receive remuneration as the Board of Directors may specify in the terms of their engagement. In all other cases the provisions specified above shall apply.

The provisions of this section shall also apply to members of Committees and to members of National Caucus Steering Committees.

SECTION 12 – NOTICES

12.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

SECTION 13 - MEDIATION AND ARBITRATION

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are to be resolved through mediation .

SECTION 14 - EFFECTIVE DATE

Subject to matters requiring a special resolution, this bylaw shall be effective on the date that the Certificate of Continuance is issued by Industry Canada.

CERTIFIED to be Bylaw No. 8 of the Corporation, as enacted by the directors of the Corporation by resolution on the _____ day of _____, 20____ and confirmed by the members of the Corporation by special resolution on the _____ day of _____, 20_____.

Dated as of the _____ day of _____, 20____.

[Indicate name of director/officer]

[Indicate name of director/officer]