



Canadian Organization for Tropical Education and Rainforest Conservation (COTERC)

Proposed by-laws 2019

"A land ethic changes the role of Homo sapiens from conqueror of the land-community to plain member and citizen of it. It implies respect for his fellow-members, and also respect for the community as such." -Aldo Leopold

Proposed for passage by the members of COTERC at the Annual General Meeting held May 15, 2019. This being a legal document, hereinafter changes can only be made at an Annual General Meeting or a regularly-scheduled Board meeting and submitted to the Canadian Government in accordance with the Canada Not-for profit Corporations Act

Article 1 – Name

The name of the non-profit organization shall be the Canadian Organization for Tropical Education and Rainforest Conservation (COTERC), hereinafter referred to as “COTERC”.

Article 2 – Mission

The mission of COTERC is to provide leadership in education, research, conservation, and the educated use of natural resources in the tropics.

Article 3 – Membership

COTERC supporters, advisors, and parties interested in the operation of COTERC may be referred to collectively as “Members” or “Membership”. Members accrue no special benefit from COTERC, nor have any special responsibilities.

Article 4 – Governance

- 4.1 COTERC is governed by a Board of Directors duly elected at the AGM. Hereinafter the Board of Directors shall be referred to collectively as the “Board”; individuals making up the Board are referred to either as “Directors” or “Board members”
- 4.2 Directors shall be elected for two years plus one day in such a way that 50% are elected every other year.
- 4.3 Membership on the Board is voted on by the current members of the Board. Each Board member must be elected by at least two-thirds of the Board. A current Board member may not cast a vote for their own election, and that Board member is not considered when calculating the two-thirds required to elect.
- 4.4 If a vacancy occurs for any reason the Board may fill the vacancy for the duration of the term with the approval of no less than two-thirds of the current Board.
- 4.5 The Board shall consist of a Chair, Vice Chair, Director of Finance and other Directors as the Board sees fit.

Article 5 - Duties of the Board

- 5.1 The Board transacts all business for COTERC.
- 5.2 The Board shall have the authority to establish or abolish, committees, by-laws, or other functions of COTERC as deemed necessary or prudent.
- 5.3 The Board shall approve all expenditures of COTERC funds, and shall review and approve the accounts and budget of COTERC annually.
- 5.5 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 5.6 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such.
- 5.7 The Board has the right to remove a director from the board without cause with the approval of at least two thirds of the Board.

- 5.8 The Board of Directors will designate three Board members who are authorized for and in the name of COTERC to:
- (a) To draw, initiate, accept, countermand sign and make all or any bills of exchange, promissory notes, cheques and orders for the payment of money; to pay and receive all moneys and to give acquittance for the same; to borrow monies or obtain other financial assistance from time to time from the Bank upon the credit of COTERC in such amounts as the above names may deem proper by way of overdraft or otherwise; to grant securities by way of mortgage hypothecation or pledge covering all or any of the property and assets of COTERC as security for all or any monies so borrowed and or financial assistance obtained and interest thereon and generally for and in the name and on behalf of COTERC to transact with the Bank any business the above named may think fit.
 - (b) To receive from the Bank and where applicable receipt for, all statements of accounts, passbooks, cheques and other debit vouchers, unpaid and unaccepted bills of exchange and other instruments whether negotiable or not and to delegate such authority to one or more other persons.
 - (c) To negotiate with, deposit with or transfer to the Bank (but for credit of COTERC's account(s) only) all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper, and for the purpose to endorse (by rubber stamp or otherwise) any of them on behalf of COTERC and to initiate by telephone or electronic means instructions for transactions respecting COTERC and the Bank and COTERC's account(s). Also from time to time to arrange, settle, balance and certify all books and accounts between COTERC and the Bank.
- 5.9 Execution of Documents - Contracts, documents or any instruments in writing requiring the signature of COTERC, shall be signed by any two directors, one of which must be the Chair or Vice Chair and all contracts, documents and instruments in writing so signed shall be binding upon COTERC without any further authorization or formality.

Article 6 – Hold Harmless

- 6.1 Every Director of COTERC or other person who has undertaken or is about to undertake any liability on behalf of COTERC or any company controlled by it and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of COTERC.
- 6.2 The Organization shall cover all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of their office or in respect of any such liability.
- 6.3 COTERC shall cover all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Article 7 – Annual General Meetings

- 7.1 The board shall hold an annual general meeting (AGM) at a place determined by the Board. At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the other business that may be transacted, the financial statement and a financial report.

7.2 Thirty (30) days prior to the AGM, the date and location of the AGM will be made available on the COTERC website.

7.3 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general shall invalidate such meeting or make void any proceedings taken.

Article 8 – Fiscal Year

The fiscal year of COTERC shall begin on the first day of January and end on the last day of December.

Article 9 – Amendment of By-Law

9.1 Any Director may submit proposed amendments to the by-laws. Proposed amendment revisions should be submitted to the Board Chair in writing, which will then refer them to the Board for consideration at the next regularly scheduled Board meeting.

9.2 Amendments to the by-laws must be approved by two-thirds of the Directors votes cast at a regularly scheduled Board meeting or the Annual General Meeting to become effective.

9.3 The board shall ensure that a signed, validated and up-to-date copy of the by-laws is accessible, through posting on the website or upon request via mail or email.

Article 10 - Non-Discrimination Clause

COTERC does not advocate, support, or practice unlawful discrimination based on age, ethnicity, gender, national origin, disability, race, size, religion, sexual orientation, or socioeconomic background.

Article 11 - Dissolution of Organization

In the event of dissolution of COTERC for whatever cause, the total net assets of COTERC shall be transferred to a qualified donor as required by the income tax act of Canada.

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