

Preamble

The members of the Canadian Organization for Tropical Education and Rainforest Conservation, having joined together in their own common interest, do herewith declare the following by-laws to be the formal rules of operation of their organization.

Article 1 – Name

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

Article 2 – Mission

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

Article 3 – Membership

3.1 ***Grades of Membership.*** The membership of the organization shall be divided several grades as outlined in this Article.

3.2 *Grades and Definitions of Members.*

- 3.2.1 Individual
- 3.2.2 Student/Senior
- 3.2.3 Educational
- 3.2.4 Family
- 3.2.5 International
- 3.2.6 Corporate
- 3.2.7 Honourary

Article 4 – Membership Rights and Privileges

4.1 Application and procedure for Membership.

4.1.1 An application form and membership fee must be submitted to the Executive Director. Members have the right to one vote at the annual general meeting and shall receive all publications produced by the organization.

Article 5 – Officers and Organization

5.1 ***The Administrative Governance Board.*** The Administrative Governance Board of the Organization, hereafter referred to as “the Board”, shall consist of a Chair, Vice-Chair, Director-Conservation and Research, Director-Education, Director-Finance, Director-Marketing, Director-Membership and Volunteer Recruitment, Director Special Events, Director-Site Services, Director-Archives and Director at Large (2) as outlined in section 5.2 Directors.

5.1 *Duties of the Board*

5.1.1 The Board transacts all business for the Organization except that business required by the by-laws to be carried out by specified vote of the members of the Organization.

5.1.2 The Board shall have the authority to establish or abolish sections, committees, or other functions of the Organization as deemed necessary or prudent.

5.1.3 The Board shall approve all expenditures of Organization funds except as authorized by the by-laws, and shall review and approve the accounts and budget of the Organization annually.

5.1.4 The Board shall appoint a committee to review the by-laws annually and make recommendations to the members on all proposed amendments.

5.1.5 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.

5.1.6 A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board by resolution.

5.1.7 A quorum shall be 51% of the standing directors (officers).

5.2 *Directors*

5.2.1 Chair of the Board

1. Coordinate and monitor the activities of the Directors, and the Governance Board as a whole.
2. Ensure the legal accountability of the Organization.
3. Act as one of the signing officers.
4. In consultation with the Executive Director, coordinate the AGM.
5. Coordinate the development of organizational goals, and strategies.
6. Monitor the Canadian portfolios.
7. The Chair has the option to be a member of any subcommittee.
8. Develop and oversee the production of Raphia.

5.2.2 Vice-Chair of the Board

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1. In the absence of the Chairman, assume the position's Areas of Responsibility.
2. Monitor the process of volunteer recognition.
3. Develop and maintain the organization's by-laws.
4. Assume additional projects, as directed by the Board.
5. Monitor the Costa Rican portfolios.

5.2.3 Director – Conservation and Research

1. Monitor, develop and maintain grant proposals.
2. Review and oversee conservation projects in Costa Rica.
3. Network, and act as a consultant with other NGO's in Canada and Costa Rica.
4. Identify, initiate, and oversee land acquisition.
5. Review proposals and oversee rehabilitation protocols in Costa Rica.
6. Develop and maintain contacts with universities and other educational institutions.
7. Assess, oversee and review the research proposal process.
8. In consultation with the Station Manager, ensure the acquisition of all legal/scientific permits.
9. Promote the research station as a location for scientific study.

5.2.4 Director – Education

1. Develop curriculum consistent with Ministry of Education expectations.
2. Develop and maintain formal and informal educational contacts.
3. Train and monitor educational volunteers.
4. Review proposals and oversee training materials in Canada and internationally.

5.2.5 Director – Finance

1. In consultation with the Book Keeper, develop financial reports.
2. Develop ethical financial policies and 'best practices'.
3. Monitor and oversee bank accounts.
4. Develop yearly budgets, and report actual.

5.2.6 Director – Marketing

1. Develop and oversee the organization's website.
2. Develop and maintain marketing publications, and displays.
3. Coordinate displays or other public presentations.

5.2.7 Director – Membership and Volunteer Recruitment

1. In consultation with the Membership Secretary, develop and oversee the membership registration process (renewals, recruitment, recognition).
2. Develop materials, and methods of recruiting new members and volunteers.
3. Oversee the directing and recognition of volunteers.

5.2.8 Director – Site Services

1. In consultation with the Station Manager, develop and maintain the physical property in Costa Rica (buildings, land, equipment).
2. Develop and oversee a process for the continual maintenance and improvement of the research capabilities of the station.
3. Be the primary contact with members of GVI.

5.2.9 Director – Special Events

1. Organize and oversee ‘special events’ (Bingo, Tropical Treat, BBQ’s).

5.2.10 Director – Archives

1. Maintain the archival records of the Organization in any media however produced.

5.2.11 Director – At Large (2)

1. Duties assigned as directed by the Chair and/or the Board.

5.3 Duties of Directors

5.3.1 The Directors of the Organization may administer the affairs of the Organization in all things and make or cause to be made for the Organization in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Organization is by its charter or otherwise authorized to exercise and do.

5.3.2 The Directors shall have power to authorize expenditures on behalf of the Organization from time to time and may delegate by resolution to an Officer or Officers of the Organization the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Organization in accordance with such terms as the Administrative Governance Board may prescribe.

5.3.3 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving the Organization as an Officer or in any other capacity and receiving compensation therefore.

5.4 **Officers.** The officers of the Organization shall be the Chair of the Board, Vice-Chair of the Board, the Executive Director, and any other such officer as the Board may determine.

- 5.4.1 The Chair of the Board shall be elected at an annual meeting of the members. Officers other than Chair of the Board of the Organization shall be appointed by resolution of the Administrative Governance Board at the first meeting following the annual meeting of the members in which the Directors are elected.
- 5.4.2 The Officers of the Organization shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Administrative Governance Board at any time. The officers of the Organization shall meet with the Executive Director and/or other committee chairs on a regular basis during the year.

5.5 *Duties of Officers*

- 5.5.1 The Chair of the Board shall be the chief executive officer of the Organization. He/she shall preside at all meetings of the Organization and of the Administrative Governance Board.
- 5.5.2 The Vice-Chair shall, in the absence or disability of the Chair of the Board, perform the duties and exercise the powers of the Chair of the Board.
- 5.5.3 The Executive Director shall have the general and active management of the affairs of the Organization. He/she shall see that all orders and resolutions of the Administrative Governance Board are carried into effect.
- 5.5.4 The Executive Director and/or Treasurer are authorized for and in the name of the Organization:
- 5.5.4.1 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 moneys or obtain other financial assistance from time to time from the Bank upon the credit of the Organization 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 the Organization as security for all or any moneys so borrowed and or financial assistance obtained and interest thereon and generally for and in the name and on behalf of the Organization to transact with the Bank any business the above named may think fit.
- 5.5.4.2 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.
- 5.5.4.3 To negotiate with, deposit with or transfer to the Bank (but for credit of the Organization'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

the Organization and to initiate by telephone or electronic means instructions for transactions respecting the Organization and the Bank and the Organization's account(s). Also from time to time to arrange, settle, balance and certify all books and accounts between the Organization and the Bank.

- 5.5.5 **Books and Records.** The Directors shall see that all necessary books and records of the Organization required by the by-laws of the Organization or by any applicable statute or law are regularly and properly kept.

5.6 Other Members

- 5.6.1 The Executive Director shall have the custody of the funds and securities of the Organization and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Organization. The Executive Director shall deposit all monies, securities and other valuable effects in the name and to the credit of the Organization in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the Administrative Governance Board from time to time. He/she shall disburse the funds of the Organization as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Organization. He/she shall also perform such other duties as may from time to time be directed by the Board. The Executive Director is a non voting member of the Board.

- 5.6.2 The Secretary shall attend all meetings and act as clerk thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary is a non voting member of the Board

5.7 Hold Harmless

- 5.7.1 Every Director or Officer of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization 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 the Organization.
- 5.7.2 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, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his/her office or in respect of any such liability.
- 5.7.3 The Organization shall cover all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

5.8 *Execution of Documents*

- 5.8.1 Contracts, documents or any instruments in writing requiring the signature of the Organization, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality.
- 5.8.2 The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Organization to sign specific contracts, documents and instruments in writing. The Directors may give the Organization's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Organization.

5.9 *Elections*

- 5.9.1 All elections will take place at the annual general meeting.
- 5.9.2 Directors shall be elected for two years in a manner to be instituted in such a way that 50% are elected every other year.
- 5.9.3 If a vacancy shall occur for any reason, the Board may, by appointment, fill the vacancy.

Article 6 – Meetings and Order of Business

6.1 *Board Meetings*

- 6.1.1 The Board shall meet at least four times per calendar year.
- 6.1.2 The Chair of the Board, in conjunction with the Vice-Chair and the Executive Director may call a meeting at any time, provided members of the Board receive 48 hours notice.
- 6.1.3 A Director may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone or other such communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

6.2 *General Meetings*

- 6.2.1 The annual or any other general meeting of the members shall be held at the head office of the Organization or at any place in Canada as the Board may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

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- 6.2.2 At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board shall have power to call, at any time, a general meeting of the member of the Organization.
- 6.2.3 The Board shall call a special general meeting of members on written request of members carrying not less than five percent (5%) of the voting rights. Fifty percent (50%) of the members present in person at a meeting will constitute a quorum.
- 6.2.4 Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that he/she has the right to vote by proxy.
- Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Organization.
- 6.2.5 Each voting member present at a meeting shall have the right to exercise one vote.
- 6.2.6 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Organization shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the postal address or e-mail address of the member, director or officer shall be his/her last address recorded on the books of the Organization.

Article 7 – Fiscal Year and Fees

- 7.1 **Fiscal Year.** The fiscal year of the Organization shall begin on the first day of January and end on the last day of December.
- 7.2 **Membership Fees.** Membership fees are set annually by the Administrative Governance Board.
- 7.3 **Auditors.** The members shall at each annual meeting appoint an auditor to audit the accounts of the Organization for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill

any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

Article 8 – Amendment of By-Laws

- 8.1 **Proposed Amendments.** Any member of the Organization, as well as the annual by-laws committee, may submit proposed amendments to the by-laws. Proposed amendment revisions should be submitted to the Board Chair in writing, who will then refer them to the Board for consideration at the next regularly scheduled Board meeting.
- 8.1.1 A duly appointed Director shall report the findings of the Board at the next annual general meeting of the Organization, or to a meeting duly called for the purpose of considering by-law amendments.
- 8.1.2 At least one month before the next annual general meeting, or to a meeting duly called for the purpose of considering by-law amendments, a duly appointed Director shall send a complete description of the proposed amendments to each of the members for their consideration.
- 8.2 **Amendments.** Amendments to the by-laws must be approved by two-thirds of the members present at the general meeting to become effective.
- 8.2.1 The Executive Director shall ensure that a signed, validated and up-to-date copy of the by-laws is sent to all members.

Article 9 – Miscellaneous

- 9.1 **Honorary Directors.** The Board at any meeting may elect any one or more persons as “Honorary Directors” to serve for such terms as may be specified by the Directors. Honorary Directors may attend and join in the discussions at any meeting of the Board but shall not be entitled to notice thereof, shall not be counted as Directors for quorum or any other purposes, and shall have no vote or responsibilities for the management or direction of the Organization of any authority related thereto.
- 9.2 **Patron.** The Board at any meeting may appoint any one or more persons to the honorary office of patron. Patrons may assist with ceremonial and recognition of achievement but shall have no vote or responsibilities for the management or direction of the organization, or any authority related thereto.
- 9.3 **Advisory Board.** The Board at any meeting may create an “Advisory Board”, and appoint any one or more persons as members of that “Advisory Board” to make recommendations and assist the Organization to achieve its goals and carry out its projects. Advisory board members shall have no responsibilities other than to provide advice, and shall have no vote or authority over the management or direction of the Organization.

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 the Organization for whatever cause, the total net assets of the Organization shall be transferred to the World Wildlife Fund of Canada.

Chair Date

Member of Executive Date