

Newfoundland & Labrador Environment Network Bylaws
Effective December 19, 2011

Section #	Wording
1.0 Interpretation	
1.1	The term “Network” refers to the Newfoundland and Labrador Environment Network.
1.2	The term “Member” refers to an organization that is a member in good standing of the Network, as set forth in Section 4.
1.3	The term “Steering Committee” refers to the elected Steering Committee of the Newfoundland and Labrador Environment Network.
1.4	The term “Steering Committee Member” refers to an individual serving on the Steering Committee.
1.5	The term “Provincial Network Meeting” refers to a meeting or teleconference organized by the Network to which all members are given due notice and invitation.
1.8	The term “Associate” refers to a group that does not qualify for membership under the criteria defined in 2.1, but shares the goals of the Network and wishes to support the activities of the Network.
1.9	Unless otherwise stated, “majority” shall refer to a minimum of 50% plus one of valid votes at a provincial Network meeting or Steering Committee meeting at which there is a quorum.
2.0 Membership	
2.1	Membership in the Network shall be open to non-profit organizations or associations based in Newfoundland and Labrador that hold environmental conservation and protection as an objective and who support the objective of the Network. Membership shall not be open to individuals, governments, political parties, for-profit enterprises or associations. Membership shall not be open to multi-stakeholder groups who have representatives of for-profit corporations or government in their decisions-making body or governing body.
2.2	NLEN Membership will be valid from January to December each year. Applications for Membership shall be approved by the Steering Committee. Organizations that are not accepted for membership may appeal the decision at an Annual General Meeting, and will be accepted for membership provided that they are nominated by a Member and supported by 2/3 of the voting Members present.
2.3	Associations, agencies, individuals, for-profit businesses multi-stakeholder groups that do not meet the membership criteria and other groups that wish to support the activities of the Network may become Associates, upon approval by the Steering Committee. Associates shall not have voting privileges.
2.4	Members and Associates will be required to pay an annual membership fee, which may be reviewed and changed by majority vote at any Annual General Meeting of the Network.
2.5	Organizations applying for membership in the Network but unable to pay the membership fees can be exempted from fees for up to one year. The Steering Committee has the authority to decide if organizations can be exempted from, or substitute goods and services for, payment of membership fees.

2.6	Subject to the provisions of 4.5, membership and all membership rights shall cease on failure to pay fees within six months of the date of expiry of the membership or the date of issuance of the first renewal notice, whichever occurs later.
2.7	Members whose status changes so that they cease to be eligible for membership under 4.1 may be required to relinquish their membership.
2.8	Groups not adhering to the objective of the Network may be temporarily expelled from the Network by the Steering Committee, subject to final ratification at the subsequent Annual General Meeting.
3.0 General Operating Procedures	
3.1	The Network is committed to working in a non-sexist, non-racist, non-violent, and democratic manner.
3.2	The Network will try to reach consensus on all decisions, but any Member may request that a majority vote be taken. Each member organization present shall have one vote. Voting Members shall be identified at the beginning of each provincial Network meeting.
3.3	Operation of the Network shall be under the direction of the Steering Committee and the Steering Committee shall be responsible for hiring, entering into contracts, and approving major capital expenditures. Staff or contract employees may be authorized to approve normal operating expenditures, subject to budgetary considerations and terms of employment as may be approved by the Steering Committee.
4.0 Provincial Steering Committee	
4.1	The Steering Committee shall be composed of between six and twelve people, each from different member organizations, with every effort to have regional representation, gender parity and other such considerations as determined by members;
4.2	The Steering Committee shall appoint from among the Steering Committee Members a Chair, a Secretary and a Treasurer.
4.3	Steering Committee members shall reside in the province.
4.4	The quorum for meetings of the Steering Committee shall be four.
4.5	Elections of the Steering Committee shall occur as follows:
4.5a	Steering Committee members shall be elected by the members present at the Annual General Meeting of the Network; and
4.5b	In the event of a vacancy the Steering Committee may appoint an interim member.
4.6	The Steering Committee may ask a Steering Committee member to resign if the person misses three consecutive meetings of the Steering Committee.
4.7	The mandate of the Steering Committee is:
4.7a	to organize provincial Network Meeting(s)
4.7b	to designate one Provincial Network Meeting annually as the Annual General Meeting.
4.7c	to hire and supervise Network staff, and to enforce personnel policies;
4.7d	to develop policies, bylaws and budgets for approval by the membership of the

	Network;
4.7e	to carry out activities which are consistent with the purpose and objectives of the Network; and
4.7f	to negotiate proposals for funding on behalf of the Network;
4.8	Regarding conflict of interest:
4.8a	Steering Committee members shall serve without remuneration and no Steering Committee Member shall directly or indirectly receive any profit from their position as such; provided that Steering Committee Members may be reimbursed for reasonable expenses incurred by them in fulfillment of their duties.
4.8b	The Network may enter into a contract with a Steering Committee Member provided that the relationship is in accordance with the Network's conflict of interest policies and that the member in question resign from the Steering Committee for the duration of the contract.
5.0 Head Office of the Network	
5.1	The head office of the Network shall be located in Newfoundland and Labrador.
6.0 Provincial Network Meetings	
6.1	Provincial Network Meetings shall take place at least once annually to conduct any business and/or actions consistent with the purpose of the Network.
7.0 Annual General Meeting	
7.1	An Annual General Meeting shall take place once annually. The interval between subsequent Annual General Meetings shall be no less than six months and no more than eighteen months.
7.2	The location of the Annual General Meeting shall be rotated from region to region as is practically and financially possible.
7.3	Quorum shall be 25% (twenty-five percent) of the member organizations of the Network.
7.4	Proper notice for the Annual General Meeting shall be distributed no less than one month before the meeting.
7.5	The following business shall be conducted at Annual General Meetings:
7.5a	Election of the Network Steering Committee;
7.5b	Approval of an annual report, which shall include a financial statement and budget;
7.5c	To discuss and decide upon proposed amendments to the Network's bylaws or policies; and
7.5d	Other business, as may be required
8.0 Voting	
8.1	Every Member shall be entitled to designate one person to attend the Annual General Meeting as a voting delegate.
8.2	Voting delegates must be members of the groups they are representing, and voting by proxy shall not be allowed.
8.3	No person shall have more than one vote.
8.4	Associate Members may not appoint voting delegates.

9.0 Funding	
9.1	The Network may accept monies subject to the approval of the Steering Committee and may from time to time conduct fundraising activities unless the receipt of such monies places an obligation on the Steering Committee or any member group to take actions or make statements which are inconsistent with the objective of the Network.
9.2	The activities of the Network shall be carried on without purpose or gain for its members and any profits or other gains to the charity shall be used in promoting its purpose.
10.0 Fiscal Year End	
10.1	The fiscal year end is March 31 st of each year.
11.0 Dissolution	
11.1	Upon dissolution any assets must be given to a qualified donee.
12.0 Amendments	
12.1	These bylaws may be amended at an Annual General Meeting, by mail-in ballot or suitable electronic means, with a minimum of 25% (twenty-five percent) of Members responding and with the support of at least two-thirds of the members present.
12.2	Notice to amend these bylaws shall be given in writing to all members not less than 60 days prior to the Annual General Meeting, or 60 days prior to the deadline for receipt of mail-in or electronic ballots. Such notice shall include details of the changes being contemplated.