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## **Friends of the Tay Watershed Association**

### **Operating Bylaw #1**

Bylaw No. 1, enacted on June 15, 2001 and amended on January 23, 2007 is hereby repealed in its entirety. Subject to matters requiring special resolution, this bylaw shall be effective when made by the board CERTIFIED to be Bylaw No. 1 of the Corporation as enacted by the directors of the Corporation by resolution on 18 th day of March, 2014 and confirmed by the members of the Corporation by special resolution on the 26th day of March, 2014

Dated as of the \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_, Secretary

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## **GENERAL**

### **1.01 Definitions**

*In this by-law and all other by-laws 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) "by-law" means this by-law and any other by-law 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 all members entitled to vote at an annual meeting of members;*
- f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;*
- g) "proposal" means a proposal submitted by a member of the Corporation 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.*

### **1.02 Corporate Seal**

*The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation. The Secretary of the Corporation shall be the custodian of the corporate seal.*

### **1.03 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 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.*

## **HEAD OFFICE**

- 2.** Until changed in accordance with the Act, the Head Office of the Corporation shall be in the **Town** of Perth in the Province of Ontario.

## **CONDITIONS OF MEMBERSHIP**

- 3.** There shall be one class of membership in the Corporation. Membership shall be available to individual persons, family groups, organizations or corporations interested in furthering the objects of the Corporation whose application for admission as a member has received the approval of the Board of Directors of the Corporation.

Each membership shall be entitled to receive notice of, attend and to cast one vote per motion at, all meetings of the members of the Corporation.

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The term of membership shall be annual. The annual fee for each membership shall be reviewed and set by the Board of Directors from time to time.

4. The Family Membership shall designate one person of the Family for purposes of voting at all meetings of members of the Corporation.
5. The Organization Membership may be a corporation, government agency, government ministry, municipality, county or any other organization. The Organization Membership shall designate in writing a representative from time to time who may attend meetings of the members and vote on behalf of the Organization Member.
6. The Sustaining Corporate Membership will be available to any corporate entity which wishes to support the Corporation in a sustaining manner. The Sustaining Corporate Member shall designate in writing a representative from time to time who may attend meetings of the members and vote on behalf of the Sustaining Corporate Member.
7. Membership in the Corporation once granted shall be subject to payment of an annual membership fee. Upon default in payment of the membership fee established for each member group, within sixty (60) days of the date set for payment thereof, such member may be deemed to have tendered his resignation from the Corporation. Any member who is deemed to have tendered his or its resignation shall not be entitled to notice of or to vote at any meeting of the members. Any member who is in default in the payment of his or its membership fee, but is not yet deemed to have tendered his or its resignation, as aforesaid, shall not be a member in good standing with the Corporation and shall not be entitled to vote at any meetings of the members of the Corporation.
8. Any member may withdraw from the Corporation by delivering to the Corporation a written postal or electronic resignation and lodging a copy of the same with the Secretary of the Corporation.
9. Any member may be required to resign by a vote of two-thirds (2/3) of the members **present** at an annual meeting or at a special meeting of the members as determined by the Board of Directors from time to time.

## **MEMBERS' MEETINGS**

10. The annual meeting of the members shall be held between January 1 and April 1 of each year, in the town where the head office of the Corporation is situated or in such other location as the Board of Directors may determine. General meetings of the members shall be held from time to time upon notice by the Board of Directors.
11. At every annual meeting the following shall be presented:
  - i the report of the directors,
  - ii any committee report(s),
  - iii the financial statement and the report of the financial reviewer,
  - iv the budget for the ensuing year and auditors or financial reviewers shall be appointed for the ensuing year, or a motion presented to the members to dispense with such, provided that the association has retained Designated Corporation status according to Part 12 of the

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v any other business that may be transacted.

The members may consider and transact any business either special or general at any meeting of the members, written notice of which shall be given to the Secretary at least five (5) days in advance of the meeting. (Added condition)

The Board of Directors (deletion) shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.

12. At least twenty one (21) days' or no greater than sixty (60) days' written notice shall be given of any annual or general meeting of members to each voting member (deletion) who is in good standing with the Corporation. Notice by electronic means (including telephone) shall be given at least twenty one (21) or no greater than thirty five (35) days prior to such meetings. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. The notice shall advise members that the financial statements are available on request to the Treasurer. Notice of each meeting of members must remind the member he has the right to vote by proxy. Each voting member present at a meeting shall have the right to exercise that number of votes associated with such member. 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 provided the proxy holder is a member of the Corporation.
13. A quorum for the transaction of business at any meeting of members shall consist of the lesser of
  - (i) those members representing ten percent (10%) of all members in good standing of the Corporation or
  - (ii) ten (10) members present in person or represented by proxy of which ten (10) members must include four (4) directors.
14. Any meetings of the Corporation or of the directors may be postponed to anytime and from time to time and such business may be transacted at such postponed meeting as might have been transacted at the original meeting from which such postponement took place. No notice shall be required of any such postponement.
15. A majority of the votes cast by the members present and carrying voting rights shall determine the decisions on motions in meetings except where the vote or consent of a greater number of members is required by the Act, the Letters Patent of the Corporation or these By-laws. In the event of an equality of votes, the Chair of the meeting of the members shall be entitled to a second or casting vote.
16. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last recorded postal or email address recorded on the books of the Corporation.

No error or omission in the delivery of notice for any annual or general meeting or any postponed or adjourned meeting, whether annual or general shall invalidate such meeting or make void any proceedings taken thereat.

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Any error or omission in the content of notice for any annual or general meeting or any postponed or adjourned meeting, whether annual or general, shall invalidate such meeting or make void any proceedings taken thereat.

17. Non-members shall be allowed to attend meetings of the members including annual meetings of the members and shall be entitled to be heard, at the discretion of the Chair, but shall not be entitled to vote on any matter requiring the vote of the members.
18. Proceedings at meetings of the Board of Directors and the membership shall be governed by the Act, the Letters Patent and the by-law(s) of the Corporation as applicable, and in all other cases, by the current issue of Robert's Rules of Order.

## **BOARD OF DIRECTORS**

19. The property and affairs of the Corporation shall be managed by a Board of Directors, comprised of a minimum of three directors and a maximum number of directors as hereinafter provided. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors.

Directors must be individuals, 18 years of age, with power under law to contract. Directors must be members in good standing of the Corporation. Should a director's membership in the Corporation be revoked, such director shall be deemed to have tendered his resignation as a director of the Corporation.

The Past President shall be a voting member of the Board of Directors, provided he continues as a member of the board. The directors shall be elected at each annual meeting of the members. Retiring directors shall be eligible for re-election if qualified. The maximum term for a director shall be three (3) full consecutive years, at the discretion of the Board.

20. Directors shall be elected for a term to expire at the next annual meeting of members and until their successors shall have been duly elected.
21. The members may, by resolution passed by a majority of the votes cast at a general meeting of members of which notice specifying the intention to pass such a resolution has been given, remove any director, including any officer, before the expiration of the current term of office and may, by majority of votes cast at that meeting elect a qualified person as a replacement for the remainder of the current term. Vacancies in the Board may be filled for the remainder of the Board's term of office from among the qualified members, either by members at a general meeting or by the remaining directors if such directors constitute a quorum.
22. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such.

Nothing herein contained shall preclude any director from being reimbursed for reasonable expenses incurred in the performance of the director's duties, nor from serving the Corporation as an officer or in any other capacity, for which the director receives compensation from other sources, as part of his duties in those organizations.

23. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

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## **POWERS OF DIRECTORS**

24. The Board of Directors of the Corporation shall set the policies of the Corporation, provide stewardship, and administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by its charter or otherwise authorized to exercise and do.
25. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation 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 Corporation in accordance with such terms as the Board of Directors may prescribe.(Insert break and add: )
- Any requirement of the Corporation to borrow, grant security on Corporation property, issue, reissue, sell , pledge, or hypothecate Corporation debt obligations shall be decided at a Special Meeting of the members. The power to borrow shall not be delegated to a director or directors, other than the power to administer a debt once approved by the members.
26. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations for the purpose of furthering the objects of the Corporation.
27. The Board of Directors 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 of Directors at the time of such appointment.
28. Remuneration for all contractors, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such contractors, agents or employees shall cease to be payable from the date of such meeting of members.

## **DIRECTORS' MEETINGS**

29. A majority of directors in office, from time to time, but no less than five (5) directors, shall constitute a quorum for meetings of the board . At all meetings of the board, every motion shall be decided by a majority of the votes cast on the motion. 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,except where such resolutions are contrary to the Act.
30. Meetings of the Board of Directors may be held at any time and place to be determined by the President, or in his absence, the Vice-President, or any two directors provided that written notice of such meeting shall be given to each director by mail or by electronic means including by e-mail or facsimile.

Notice by postal or electronic mail shall be sent at least fourteen (14) days prior to the meeting provided that no notice shall be required if a quorum of directors is present and has waived the requirement for notice.

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All notices of meetings should include an agenda for the meeting.

There shall be at least four (4) meetings per year of the Board of Directors.

The Board may appoint a day or days in a month or months for regular meetings at a place and time named therein. A copy of any resolution of the Board fixing the place and time of the aforesaid regular meetings of the Board shall be sent to each director forthwith and posted on the Corporation's website after being passed.

No error or omission in the delivery of notice of any meeting of the Board of Directors or any postponed or adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Each director is authorized to exercise one (1) vote. In the event of an equality of votes the Chair of the Board of Directors shall be entitled to a second or casting vote.

Meetings of Directors may be held by telephone conference calls provided that all directors participating thereat are able to hear and communicate with each other during the course of such meeting.

31. Each newly elected Board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers, immediately following the annual meeting of the members at which the Board was elected, provided a quorum of Directors is present. Notice of such meeting shall not be required.

## **INDEMNITIES TO DIRECTORS AND OTHERS**

32. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation 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 Corporation, from and against;
  - i) 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 of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
  - ii) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

## **OFFICERS**

33. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and Past President (who shall be the preceding President of the Corporation) and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person except for the office of president. Officers other than President and Vice-President need not be directors.



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34. The president shall be elected at an annual meeting of members. Officers other than president of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.
35. The officers of the Corporation shall hold office for one (1) year 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 Board of Directors at any time.
36. The Board of Directors may remove any officer by a majority vote of all current Directors.

**DUTIES OF OFFICERS**

37. The President shall be the chief executive officer of the Corporation. He shall preside at all meetings the Corporation and of the Board of Directors. He shall be responsible for the active administration of the affairs of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
38. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.
39. The Treasurer shall have the custody of the funds and securities of the Corporation and shall:
- i) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation,
  - ii) deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation 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 Board of Directors from time to time,
  - iii) disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements,
  - iv) render to the president and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The Treasurer shall also perform such other duties as may from time to time be assigned by the Board of Directors.

40. The Secretary shall:
- i) 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,
  - ii) give or cause to be given notice of all meetings of the members and of the Board of Directors,
  - iii) perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be,

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iv) be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

41. The duties of all other officers of the Corporation shall be such as are called for by the terms of their engagement set by the Board of Directors.

**COMMITTEES**

42. The Board of Directors may appoint committees whose members (who need not be members of the Corporation) will hold their offices at the will of the Board of Directors. The directors shall determine the duties of such committees and may determine the composition thereof and may fix by resolution, any remuneration to be paid to such Committee members.
43. The Board may, by resolution passed by a majority of the votes cast at a board meeting, at which notice specifying the intention to pass such a resolution has been given, remove any chair of a committee established by the Board of Directors of the Corporation, before the expiration of the current term of office and may, by a majority of the votes cast at that meeting elect a qualified person as a replacement for the remainder of the current term.

**EXECUTION OF DOCUMENTS**

44. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall require two (2) signatures; one by either the President or Vice-President and one by either the Secretary or Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The directors shall have power from time to time by resolution to appoint any person or persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

The directors may give the Corporation'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 Corporation.

The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

**BANKING**

45. The Corporation shall open an account with a chartered bank of Canada or trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution.

All such banking business, or part thereof, shall be transacted on behalf of the Corporation by any officer and the Treasurer and/or any other persons as the Board may designate, direct or authorize from time to time by resolution.

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Without restricting the generality of the foregoing, the extent of such business may include:

- i the operation of the accounts of the Corporation,
- ii the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing and transferring of any cheques, promissory notes, drafts, acceptance, bills of exchange and orders relating to any property of the Corporation;
- iii the execution of any agreement relating to any such banking business and defining the rights and the powers of the parties thereto;
- iv the authorizing of any officer of such banker to do any act or thing on behalf of the Corporation to facilitate such banking business.

## **MINUTES OF BOARD OF DIRECTORS**

46. The minutes of the Board of Directors (or the minutes of any committee of the Corporation) need not be distributed to the general membership but shall be posted to any member of the Corporation upon request.

## **FINANCIAL YEAR**

47. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be December 31 in each year.

## **AMENDMENT OF BY-LAWS**

48. The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by resolution in accordance with Sub-section 152 of the Act.

## **AUDITORS**

49. The members shall, at each annual meeting, appoint an auditor or financial reviewer to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor or financial reviewer shall hold office until the next annual meeting provided that the directors may fill any vacancy in the office of the auditor or financial reviewer . The remuneration of the auditor or financial reviewer shall be fixed by the Board of Directors.

## **BOOKS AND RECORDS**

50. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **NOTICES**

51. Any notice, communication or other document to be given by the Corporation to a member, director or officer shall be sufficiently given if delivered personally to the person to whom it is given(, or if delivered by a postal service or by electronic mail to his or her last address as recorded in the books of the Corporation.

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**RULES AND REGULATIONS**

52. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.