

**BY-LAW NUMBER 2008-05**

A by-law relating to the objects and generally to the transactions and affairs of:

**THE FRIENDS OF AWENDA PARK/LES AMIS DU PARC AWENDA**

**BE IT ENACTED** and a by-law of **THE FRIENDS OF AWENDA PARK/LES AMIS DU PARC AWENDA** as follows:

SEAL

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

1. NAME:

The name of the organization shall be "The Friends of Awenda Park/Les Amis du Parc Awenda", hereinafter referred to as the Association.

2. OBJECTS OF THE ASSOCIATION:

The objects of the Association shall be as follows:

1. To further the public's awareness, education and understanding of the geological, cultural, historical, archaeological, artistic and biological resources of Awenda Provincial Park by:
  - a) undertaking specific projects and initiatives such as the production and distribution of educational /interpretive publications, maps, audio-visual materials and other appropriate items related to Awenda Provincial Park;
  - b) encouraging and supporting further research of Awenda Provincial Park's natural and historical resources with a view to disseminate this information to the public;
  - c) supplementing and enhancing existing park education/interpretive and recreational programs and
  - d) stimulating community interest and understanding of Awenda Provincial Park to help ensure the protection of its natural and historical resources.

3. HEAD OFFICE:

The head office of the Association is to be situated in the Township of Tiny, in the County of Simcoe, and the Province of Ontario.

4. AREA OF OPERATION:

The operation of the Association shall be centred at Awenda Provincial Park but nothing herein written shall be deemed to delimit the area in which members may seek to achieve their purposes.

5. REVISION OF THE CONSTITUTION:

This Constitution may be altered or amended by a two-thirds majority of the Board at a regular Board Meeting and upon confirmation by a majority of the voting members in attendance at an Annual Meeting or special meeting of the Association.

Notice of proposed changes of any of the terms in the Constitution shall be distributed to the members, prior to the Annual Meeting or special meeting of the Association.

6. MEMBERSHIP

- (a) Anyone, regardless of age, sex, race, creed or area of residency is eligible for membership in the "The Friends of Awenda Park" Association
- (b) Individual Members – Members 18 years of age and over, and corporate members, shall be voting members of the Association.
- (c) Corporate Members – Corporate Members may also include such corporations, partnerships and other legal entities as are admitted as members by the Board. Each corporate member in good standing shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.
- (d) Voting of Members – Each member in good standing shall be entitled to one (1) vote on each question arising at any special, annual or general meeting of the members of the Association and he may vote by proxy. Such proxy must be a voting member and shall produce and deposit with the Secretary sufficient appointment in writing from his constituent(s). No member shall be entitled either in person or by proxy to vote at meetings of the Association unless he has paid all fees then payable by him.

Voting privileges at an annual general meeting or special meeting, will be restricted to those whose membership was purchased at least 60 days prior to the date of the meeting. Expiring memberships can be renewed up to one day prior to an annual general meeting or special meeting and maintain voting privileges.

Only those individuals named on the paid membership list will be considered eligible to vote at an annual general meeting or special meeting.

- (e) **Term of Membership** – The membership year will be from April 1 to March 31 of the following year. All categories of membership shall upon subscription to membership, at any time during the period April 1 – December 31 in any year, be members from the date of receipt until the end of the membership year in which the subscription was received; and subscriptions for membership received in the period January 1 – March 31 in any year shall be members until the membership year following that in which the subscription was received.
- (f) **Membership List** – An up-to-date list of all members in the Association shall be kept by the Secretary of the Board, and shall be made available for the inspection of any member giving reasonable notice of his/her intention to inspect the list.
- (g) **Membership Fee** – There shall be fees payable by all members as shall from time to time be fixed and categorized by a majority vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The secretary shall notify the members of the fees at any time payable by them and, if not paid within 90 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Association, but any such members may on payment of all unpaid dues or fees be reinstated.

- (h) **Resignation** – Members may resign by resignation in writing which shall be effective upon the acceptance thereof by the Board of Directors. Members may be required to resign, where in the view of the Board of Directors, the activities of that member violate the Association's stated objectives.

## 7. ANNUAL AND OTHER MEETINGS OF MEMBERS

(a). The Board shall conduct an annual meeting of the Association within 120 days of the end of each fiscal year. 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 a Board of Directors elected and auditors appointed for the ensuing year and the remunerations of the auditors shall be fixed.

The Board of Directors or President or Vice-President shall have the power to call at any time a general meeting of the members of the Corporation.

(i). Notice – No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending notice by mail, e-mail or telephone, ten days before the time fixed for holding of such meeting.

(ii). Quorum – There is no necessity for a quorum at the annual or general meeting.

(b) A special meeting may also be called by a petition for not fewer than 20 voting members of the Association. Upon presentation of such petition the Board shall call a special meeting within 45 days of the presentation of such petition.

(i). Notice – At least ten days written notice of special meetings shall be given to all voting members, as recorded on the membership list as of 30 days prior to the date set for such special meeting.

(ii) Quorum – 15 members present in person shall constitute a quorum at a special meeting.

## 8. BOARD OF DIRECTORS:

(a). General: The Administration of the Association shall be vested in the Board of Directors, hereinafter referred to as the "Board".

(b). Composition: The Board shall consist of a minimum of 6 voting members and a maximum of 12 voting members.

(c). Elections: Directors shall be elected by voting members of the Association at the Annual Meeting of the Association.



- (d). Term of Office: Board of Directors are elected for two (2) year terms.
- (e). Vacancies: The Board may by appointment, fill any vacancy that may arise from time to time between annual meetings.
- (f). Responsibilities: The responsibilities of the Board shall include the following:
- i. To be responsible for and have control of all administration, program and policies of the Association.
  - ii. To have authority to make resolutions and regulations for the government of the Association.
  - iii. To dispose of and acquire real and personal property as it deems necessary to carry out the purposes of the Association.
  - iv. To manage, control and utilize the real and personal property of the Association.
  - v. To engage and dismiss employees and set and administer the terms of employment of employees.
  - vi. To appoint legal counsel.
  - vii. To appoint executive officers.
- (g) Meetings of the Board of Directors: The Board shall meet at least three (3) times during the calendar year at the call of the president.
- (h) Quorum: A quorum at the meeting of the Board shall not be less than half the number of the Board.
- (i) Notice of Meeting: The President shall cause notice to be given to all Directors of all meetings of the Board at least 5 days in advance except in the case of an emergency meeting where at least 24 hours notice will be given.
- (j) Director's Termination: A Director's term may be terminated by a majority vote of the Board. A Director who fails to attend, without reason, at least half of the Board Meetings during the year of office shall be deemed to have resigned.
- (k) Remuneration of Members of the Board: The members of the Board shall serve as such without remuneration, and no member of the Board shall

directly or indirectly receive any profit from his position as such; provided that the Board may, by resolution, award special remuneration out of the funds of the Association to any member of the Board who performs special work on behalf of the Association or otherwise serves it in a professional capacity outside the work of service.

## 9. OFFICERS OF ASSOCIATION

(a) Composition: The officers of the Board shall consist of the following executive officers:

- i. President
- ii. Vice-President
- iii. Treasurer
- iv. Secretary

In lieu of a Secretary and Treasurer, there may be a Secretary-Treasurer and there may be such other officers as the Board of Directors may determine by resolution from time to time. One person may hold more than one office except the offices of the President and Vice-President. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Association need not be members of the Board providing they are members at large and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

(b) Responsibilities:

1. President: The President shall:

- (i) Preside at all Meetings of the Association, and Board.
- (ii) Appoint Chairman for all committees.
- (iii) Report to the annual meeting of the Association.
- (iv) Be an ex officio member of all committees.
- (v) Sign all by-laws and membership certificates.

2. Vice-President: The Vice-President shall:

- (i) Have the power and perform all duties of the President in the absence or disability of the President.

3. Treasurer: The Treasurer shall:

- i. Account for all monies received and paid out and report same to the Board as required.
- ii. Report to the Association at Annual Meetings.
- iii. Be a member of the Finance Committee.

4. Secretary: The Secretary shall:

- i. Be an ex-officio Clerk of the Board of Directors.
- ii. Keep a record of the minutes of all Board meetings.
- iii. Give all notices and minutes required to be given to the members and to directors.

(c) The President shall not hold office as President for more than two consecutive terms **unless otherwise voted by the majority of the Board.**

## 10. COMMITTEES

(a) The Board may appoint such Committees as the Board deems advisable for the conduct of its affairs.

(b) The President shall appoint a Chairperson to head each Committee.

(c) The Chairperson shall:

- i. Appoint and recruit all committee members.
- ii. Call such meetings of the Committee as he/she deems advisable.
- iii. Report to the Board as required by the Board.
- iv. Keep, or cause to be kept, minutes of all meetings of the committee and cause copy of the minutes to be filed with the Secretary.
- v. Make recommendations to the Board with regards to matters falling within the terms of reference of the committee.

## 11. PROTECTION OF MEMBERS OF THE BOARD AND OFFICERS

Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association 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 funds of the Association, from and against:

a) All costs, charges and expenses whatsoever 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 for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or about the execution of the duties of this office or in respect of any such liability;

b) 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 willful neglect or default.

No director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity of for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Boards of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any persons, firm or corporation with whom of which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same happen by or through his respective office or trust or in relation thereto unless the same happen by or through his own willful act or his own willful default.

## 12. FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the 31<sup>st</sup> of March in each year.

## 13. DISSOLUTION

All members acknowledge in the event that the Association is dissolved, that the Association is required by law to distribute or dispose of its assets which are free of debt or liability to charitable organizations which carry on their work solely in Ontario and with purposes similar to those of the Association.



#### 14. BANKING AUTHORITY AND FINANCIAL RESPONSIBILITY

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for the deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verify slips.

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

The Directors from time to time:

- (a) Borrow money on the credit of the Association; or
- (b) Issue, sell or pledge securities of the Association; or
- (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

From time to time the Directors may authorize any Director, officer or employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give

such additional securities for any monies borrowed or remaining due by the Association as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

#### 15.RAFFLES

(A) The Treasurer is authorized to establish a raffle trust account at a chartered Canadian bank.

(B) The designated Signing Officers for the Association will also be the Designated Signing Officers for the Trust Account and license applications.

(C) The Raffle Trust Account is to be used solely for the purposes of Supporting education and research initiatives as they pertain to the geological, cultural, historical, archaeological, artistic and biological resources of Awenda Provincial Park and as specifically designated in the application for the Raffle license.

#### 16.INTERPRETATION


In these by-laws and in all other by-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by a special meeting of the general membership of the Friends of Awenda Park  
And sealed with the corporate seal this 5<sup>th</sup> day of May 2008.

Signed Jennifer Sheremeto

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Jennifer Lyn Sheremeto

Signed Joanne Scott

  
Joanne Lynn Scott