

BY-LAW NUMBER 2021-07

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:

1. SEAL: The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation
2. NAME: The name of the organization shall be “The Friends of Awenda Park/Les Amis du Parc Awenda”, hereinafter referred to as ‘the Corporation’.
3. BOARD OF DIRECTORS: The administration of the Corporation shall be vested in the Board of Directors, hereinafter referred to as ‘the Board’.
4. OBJECTS OF THE CORPORATION: The objects of the Corporation shall be as follows:
 - a. To educate and increase the public’s understanding of the environment and its importance by offering courses, seminars, conferences, and meetings about Awenda Provincial Park;
 - b. To organize or participate in environmental projects designed to:
 - i. Preserve and protect flora and fauna; and
 - ii. Preserve, protect, and restore wetlands and watercourses;
 - c. To conduct environmental and historical research relating to Awenda Provincial Park and to the environment, and to disseminate the results of such research;
 - d. To advance the public’s appreciation of the arts by producing public art exhibitions, presentations, and performance art(s) events, and by providing a forum for qualified artists to exhibit, present, or perform their artistic works through participation in such events;
 - e. To advance education by providing structured learning activities such as courses, instructional seminars, and workshops about contemporary landscape painting, and by providing opportunities for students to publicly exhibit, present, or perform their works, or develop their crafts or skills in conjunction with these learning activities; and
 - f. To restore and preserve archaeological and historical sites of cultural significance within Awenda Provincial Park with a view to educate and commemorate the sites.

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5. HEAD OFFICE: The head office of the Corporation is to be situated in the Township of Tiny, in the County of Simcoe, and the Province of Ontario.
6. AREA OF OPERATION: The operation of the Corporation shall be centered at Awenda Provincial Park but nothing herein written shall be deemed to delimit the area in which members may seek to achieve their purposes.
7. REVISION OF THIS BY-LAW:
 - a. This By-Law shall only 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 at a Special Meeting of the Corporation.
 - b. Notice of proposed changes of any of the terms in the By-Law shall be distributed to the members, prior to the Annual Meeting or the Special Meeting of the Corporation.
8. MEMBERSHIP:
 - a. Three options for membership shall be available:
 - i. Individual membership for individual persons,
 - ii. Family Membership representing a group of related persons,
 - iii. Corporate Membership for corporations, partnerships, and other legal entities as are admitted as members by the Board.
 - b. Membership Fees:
 - i. There shall be a payable membership fee for each category of membership that shall from time to time be fixed and categorized by a two-thirds majority vote of the Board.
 - ii. The general membership shall have the opportunity to review and ratify by a majority of the voting members in attendance, any decisions concerning a change in membership fees at an Annual Meeting or a Special Meeting.
 - c. 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.
 - d. Membership List: An up-to-date list of all members in the Corporation shall be kept by the Secretary of the Board and shall be made available for the inspection of any member giving reasonable notice of their intention to inspect the list.

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- e. 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 Corporation; but any such members may on payment of all unpaid dues or fees be reinstated.

9. THE BOARD:

- a. Composition: The Board shall consist of a minimum of four (4) voting Directors and a maximum of twelve (12) voting Directors.
- b. Eligibility: Directors shall be members of the Corporation.
- c. Elections: Directors shall be elected by voting members of the Corporation at the Annual Meeting of the Corporation.
- d. Term of Office: The Directors of the Board are elected for two (2) year terms or be appointed by the Board on an interim basis subject to ratification at the next Annual General Meeting.
- e. The responsibilities of the Board shall include:
 - i. to have control of all administration, program and policies of the Corporation, and
 - ii. to have the authority to make resolutions and regulations for the government of the Corporation, and
 - iii. to dispose of and acquire real estate and personal property as it deems necessary to carry out the purposes of the Corporation, and
 - iv. to manage, control and utilize the real and personal property of the Corporation, and
 - v. to engage and dismiss employees and set and administer the terms of employment of employees of the Corporation, and
 - vi. to appoint legal counsel, and
 - vii. to appoint executive officers.
- f. Board Meetings: The Board shall meet at least three (3) times during the calendar year at the call of the President.
- g. Quorum: A quorum at a meeting of the Board shall include fifty percent (50%) of the Directors but no fewer than three (3).
- h. Meeting Notice: The President shall give five (5) days advanced notice to all Directors, of all Board Meetings except in the case of an emergency meeting where at least 24 hours' notice shall be given.
- i. Resignation or Termination:
 - 1. Directors may resign in writing which shall be effective upon the acceptance thereof by the Board of Directors.

2. If a Director fails to attend, either in person or virtually, without reason, at least half of the Board Meetings during a year of office shall be deemed to have resigned.
 3. The term of a Director may be terminated by a majority vote of the Board.
- j. Remuneration: The Directors of the Board shall serve without remuneration. No Director of the Board shall directly or indirectly receive any profit from their position as a Director.

10. OFFICERS OF THE CORPORATION:

- a. Composition: The executive officers of the Corporation shall consist, at minimum, a President but may also include a Vice President, a Treasurer, a Secretary, or other officers of the Corporation who may be appointed as the need arises and need not be Directors of the Board providing they are members at large.
 - i. In lieu of a Secretary and Treasurer, there may be a Secretary-Treasurer.
- b. Installation of Officers: Officers of the Corporation shall be elected by the Directors of the Board from among their number at the first meeting of the Board after the Annual General Meeting.
- c. Presidential Term: The President shall not hold office for more than two (2) consecutive terms unless otherwise voted by a majority of the Board.
- d. Responsibilities:
 - i. The President shall,
 1. preside at all meetings of the Corporation, and Board, and
 2. appoint Chairpersons for all committees, and
 3. report to the Annual Meeting of the Corporation, and
 4. be an ex officio member of all committees, and
 5. sign all by-laws.
 - ii. A Vice-President shall,
 1. have the power to, and perform all duties of, the President in the absence of the President.
 - iii. A Treasurer shall:
 1. account for all monies received and paid out and report same to the Board as required, and
 2. report to the Corporation at Annual Meetings, and
 3. be a member of the Finance Committee if such a committee exists.
 - iv. A Secretary shall:
 1. keep a record of the minutes of all Board Meetings, and
 2. give all notices and minutes required to be given to the members and Directors.

11. 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. A Chairperson shall:
 - i. appoint and recruit all committee members, and
 - ii. call such meetings of the Committee as they deem advisable, and
 - iii. report to the Board as required by the Board with regards to matters falling within the terms of reference of the committee, and
 - 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.

12. PROTECTION OF MEMBERS OF THE BOARD AND OFFICERS:

- a. 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 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 Corporation, from and against:
 - i. 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 them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or about the execution of the duties of this office or in respect of any such liability;
 - ii. 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.
- b. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the corporation, or for joining in any receipt or act for conformity of for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Boards of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation 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 their respective office or trust or in relation thereto unless the same happen by or through their respective office or trust or in relation thereto unless the same happen by or through their own willful act or their own willful default.

13. VOTING

- a. Each membership in good standing shall be entitled to one (1) vote, by a person 16 years of age or older, on each question arising at any Special, General, or Annual Meeting.
- b. Voting privileges at an Annual, General, or Special Meeting will be restricted to those whose new membership was purchased at least sixty (60) days prior to the date of the meeting. Expiring memberships can be renewed up to one day prior to an Annual, General, Special Meeting and maintain voting privileges.
- c. Meeting Attendance: members are considered in attendance and are eligible to vote if they are joining any meeting virtually or by telephone.

14. ANNUAL, GENERAL, OR SPECIAL MEETINGS OF MEMBERS:

- a. The Board of Directors shall conduct an Annual Meeting of the Corporation 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.
- b. The Board or President shall have the power to call, at any time, a General Meeting of the members of the Corporation.
- c. Notice: No public notice or advertisement of any meetings shall be required but notice by mail, electronic mail, or telephone of the time and place of every Annual or General Meeting shall be given to all members ten days before the time fixed for holding of such meeting.
- d. Quorum: There is no necessity for a quorum at an Annual or General Meeting.
- e. A Special Meeting may also be called by a petition of not fewer than thirty percent (30%) of the membership of the Corporation. Upon presentation of such petition the Board shall call a Special Meeting within forty-five (45) days of the presentation of such a 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 – Fifty percent (50%) of the membership, including at least fifty percent (50%) of the Board, shall be present in attendance to constitute a quorum at a Special Meeting.

15. FISCAL YEAR: Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st of March in each year.

16. DISSOLUTION: All members acknowledge in the event that the Corporation is dissolved, that the Corporation 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 Corporation.

17. BANKING AUTHORITY AND FINANCIAL RESPONSIBILITY:

- a. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by a minimum of two Officers, or agents of the Corporation. 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 Corporation through its bankers, and endorse notes and cheques for the deposit with the Corporations bankers for the credit of the Corporation.
 - i. Any one of such signing officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation 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.
- b. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions within Canada 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 Corporation, 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.
- c. The Directors from time to time may:
 - i. borrow money on the credit of the Corporation; or
 - ii. issue, sell or pledge securities of the Corporation; or
 - iii. give a guarantee on behalf; and
 - iv. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, 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 Corporation.
- d. From time to time the Board shall authorize at minimum two signing officers or agents 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 Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

18. RAFFLES & LOTTERIES:

- a. The authorized signing authority as per Section 17, is authorized to establish at a chartered Canadian bank, trust company, or financial institution, a lottery or raffle trust account on behalf of the Corporation.
- b. The designated Signing Officers for the Corporation will also be the designated Signing Officers for the Trust Account and license applications.
- c. The Raffle or Lottery Trust Account is to be used solely for the purposes of supporting objects of the Corporation.

Amendments:

- May 5, 2008: Passed by a special meeting of the general membership of The Friends of Awenda Park and sealed with the corporate seal.
- July 19, 2021: Passed at the Annual Meeting of the membership and sealed with the corporate seal.

Andrea Maranduik

Nancy Hargrave

President

Secretary