



THE FRIENDS OF PRESQU'ILE PARK -BY-LAW # 88-1

(Originally Created 1988)

A by-law relating to the transaction of the affairs of :
THE FRIENDS OF PRESQU'ILE PARK

BE IT ENACTED as a by-law of the Friends of Presqu'ile Park as follows:

1. The head office of the Corporation shall be in the Township of Brighton, Northumberland County, in the Province of Ontario, and at such place therein as the directors may from time to time determine. Head Office
2.
 - (1) The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such Corporations, unincorporated associations, partnerships and other legal entities as are admitted as members by the Board of Directors. Membership
 - (2) There shall be several categories of membership in the Corporation and such categories shall be as deemed necessary as from time to time designated by by-law. Membership Categories
 - (3) Membership may be required to resign where, in the view of the Board of Directors, the activities of the member violate the Corporation's stated objectives. Member Resignation
 - (4) In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his/her resignation.
3.
 - (1) There shall be fees payable by members as shall from time to time be fixed and categorized by majority vote of the Board of Directors present, which vote will become effective only when confirmed by a two-thirds vote of the members present at an annual or other general meeting. Membership Fees
 - (2) The Secretary shall notify the members of the fees at anytime payable by them and, if any are 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. Default of Payment
4. With the exception of life members, membership subscriptions shall be valid from January 1st to December 31st in the year in which the subscription was received. Membership Term

AMENDMENTS:

June 1992 items: 12. (1), 29

June 2016 items: 4., 8. (5), 13. (4), 20. (2), 32.(1)

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5. (1) Subject to the provisions, if any contained in the Letter Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. Member Voting
- (2) No one member shall be entitled to vote at meetings of the Corporation unless he/she has paid all fees, if any, then payable by him/her. Entitlement to Vote
- (3) At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Corporation or by-law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote. Voting Procedure
6. (1) Each member in good standing, whether individual, corporation, unincorporated association, partnership or other legal entity, shall be entitled to one individual representative at any special, annual or general meeting of the members of the Corporation. Representation of Members
- (2) Notwithstanding any provision to the contrary in the by-laws, the representative of the member to the Corporation shall be the member eligible to hold any position to the Board of Directors of the Corporation and/or any position of officer or committee member of the Corporation. Eligibility of Representative
7. The interest of a member in the Corporation is not transferable and lapses and ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation. Member Interests

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8. (1) The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the directors shall appoint. Member Meeting
- (2) At every annual meeting, in addition to any other business that may be transacted: Business at Annual Meeting
- (a) The report of the directors shall be presented;
- (b) The financial statement and the report of the auditors shall be presented;
- (c) A Board of Directors shall be elected;
- (d) Auditors shall be appointed for the ensuing year;
- (e) The remuneration of the auditors shall be fixed.
- (3) The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
- (4) The Board of Directors or the Chairperson or the Vice Chairperson shall have the power to call at any time a general meeting of the members of the Corporation. Calling General Meeting
- (5) No public notice nor advertisement of member's meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each eligible member by sending notice by prepaid mail, telephonic, electronic or other communication facility thirty (30) days before the time fixed for the holding of the meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. Notice of Meetings
9. (1) No error or omission in giving notice of any annual, or general meeting of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Error of omission in Notice
- (2) For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his/her last address recorded on the books of the Corporation. Sending Notice
10. (1) Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Adjournments

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| (2) No notice shall be required of any such adjournment under subsection 1. | Notice of Adjournment |
| (3) An adjournment under subsection 1 may be made notwithstanding that no quorum is present | |
| 11. A quorum for the transaction of business at any meeting of members, annual or general, shall consist of not less than 15 voting members, inclusive of directors, present in person or represented by proxy. | Quorum of Members |
| 12. (1) The affairs of the Corporation shall be managed by a Board of nine Directors, each of whom at the time of his/her election and throughout term of office shall be a member of the Corporation | Number of Board Directors |
| (2) The directors of the Corporation may 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 in 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. | Powers of the Board of Directors |
| (3) The Ministry of Natural Resources shall be represented at all Board Meetings by a nominee or nominees of the Park Superintendent. | Ministry Representation on Board |
| 13. (1) Except as otherwise required by law, the board of directors, may hold its meetings at such place or places in the Province of Ontario as it may from time to time determine. | Board Meeting Location |
| (2) A majority of Directors shall form a quorum for the transaction of business. | Quorum for Board Meeting |
| (3) Directors meetings will be formally called by the Chairperson or Vice Chairperson or by the Secretary on direction in writing of two directors. | Calling a Board Meeting |
| (4) Notice of Directors' meetings shall be delivered, telephoned or sent by electronic or other communication facility to each director not less than two days before the meeting or shall be mailed to each director not less than fourteen days before the meeting is to take place. | Notice for Board of Directors' Meeting |
| (5) For the first meeting of the Board of Directors held immediately following the election of directors at a general meeting of the members, no notice shall be necessary in order to legally constitute the meeting, provided that a quorum of the directors be present. | Notice of Board Meeting following election of director(s) |

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| (6) For a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly appointed director. | Notice of Board Meeting following appointment of director(s) |
| (7) The board may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meetings no notice need be sent. | Notice / Calling Regular Meeting |
| (8) No error or omission in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting and any director may at any time waive notice of any such meeting and ratify and approve of any or all proceedings taken or had thereat. | Error or Omissions |
| 14. Questions arising at any meeting of directors shall be decided by a majority of

of

votes. In case of an equality of votes, the Chairperson, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by a show of hands unless a ballot be demanded by any director present. | Voting by the

Board of Directors |
| 15. (1) The Directors of the Corporation shall be elected by a majority vote at the annual meeting of the Corporation in the year in which their term of office expires. No person shall stand as a candidate for the Board of Directors in the year immediately following his/her completion of two consecutive terms on the Board of directors. | Elections for Board of Directors |
| (2) A director shall not be less than eighteen years of age. | Age Restriction |
| 16. (1) The election of the Board of Directors shall be divided into two groups composed of three directors in each group. The first group of directors duly elected at the first annual meeting shall hold office for a period of two years. The second group of directors duly elected at the first annual meeting shall hold office for a period of three years. | Election of Board of Directors |
| (2) The term of office of each group of directors duly elected at subsequent annual meetings shall be three years. | Term of Office |
| (3) The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting, remove any director before the expiration of his/her term of office and may by a majority of the votes cast at the meeting, elect any person in his/her stead for the remainder of his/her term. | Removal of Board of Directors |

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| <p>17. Vacancies on the Board of Directors, however caused may so long as a quorum of directors remain in office be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.</p> | <p>Filling Vacancies on the Board of Directors</p> |
| <p>18. The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties.</p> | <p>Remuneration for Board of Directors</p> |
| <p>19. (1) 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:</p> <p>(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/her in or about the execution of the duties of his/her office or in respect of any such liability;</p> <p>(b) 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 willful neglect or default.</p> | <p>Protection for Board of Directors</p> <p>Idem</p> <p>Idem</p> |
| <p>(2) 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 or for joining in any receipt or act for conformity of for:</p> <p>(a) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation;</p> <p>(b) 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;</p> <p>(c) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or</p> | <p>Idem</p> |

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which any moneys, securities or effects shall be lodged or deposited;

(d) any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful default.

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| 20. (1) There shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of directors may determine by by-law from time to time. | Officers of the Corporation |
| (2) The Chairperson and Vice Chairperson 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. | Election of Chairperson and Vice-Chairperson |
| (3) Other officers of the Corporation need not be members of the Board 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 of Directors. | Other Officers |
| 21. (1) The Chairperson shall, when present:
(a) preside at all meetings of the members of the corporation and of the Board of Directors;
(b) be charged with the general management and supervision of the affairs and operations of the Corporation. | Duties of Chairperson |
| (2) The Chairperson with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. | Idem |
| 22. During the absence or inability of the Chairperson, his/her duties and powers may be assumed by the Vice Chairperson or such other director as the Board may from time to time appoint for the purpose. | Duties of the Vice Chairperson |
| 23. (1) The Secretary shall normally be the secretary of the Board of Directors
(2) He/She shall:
(a) attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for the purpose.
(b) Give all notices required to be given to members and to directors;
(c) Be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up when | Secretary
Duties of the Secretary |

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- authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in resolution;
- (d) Shall perform such other duties as may from time to time be determined by the Board of Directors.

24. The Treasurer, or person performing the usual duties of a Treasurer, Duties of the Treasurer
- (a) shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.
- (b) Shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all his/her transactions
- (c) Shall also perform such other duties as may from time to time be determined by the Board of Directors.
25. (1) The Corporation shall keep at its principal office a record of members, letters patent and governing documents. Books and Records
- (2) All books and records of the corporation may be inspected by any member in good standing for any proper purpose at any time. Inspection of Books and Records
26. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them. Duties of Other Officers
27. (1) The Board of Directors may from time to time as deemed necessary appoint committees consisting of such numbers of directors and/or members as may be deemed desirable and may prescribe their duties. Committees
- (2) Any committee appointed under subsection 1 may meet for the transaction of business, adjourn and otherwise regulate its meeting as it thinks fit. Transaction of Committee Business
- (3) Unless otherwise determined by the Board of Directors, two members of a committee appointed under subsection 1 shall be a quorum. Committee Quorum
- (4) Questions arising at any meeting of a committee appointed under subsection 1 shall be decided by a majority of votes and in case of an equality of votes the chairman of the meeting shall have a second or casting vote. Voting in Committee
28. (1) The Board of Directors may from time to time appoint an Executive Director and may delegate him/her full authority to manage and direct Executive Director

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- the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors or by members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him/her any lesser power.
- (2) The Executive Director shall:
- (a) confirm to all lawful orders given to him/her by the Board of Directors of the Corporation
 - (b) at all times give to the directors or any of them all information they may require regarding the affairs of the Corporation.
29. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.
30. The seal, an impression hereof is stamped in the margin hereof, shall be the seal of the Corporation.
31. (1) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chairperson or the Vice Chairperson and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- (2) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chairperson, Vice-Chairperson, Treasurer or by any person authorized by the Board.
- (3) The Chairperson, Vice-Chairperson, the directors, Secretary or Treasurer or any two of them, or any two persons from time to time designated by the Board of directors may:
- (a) transfer any and all shares, bonds or other securities from time to time standing in the name, of the Corporation in its individual or any other capacity or as trustee or otherwise;
 - (b) accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation;
 - (c) affix the corporate seal to any such transfers or acceptances of transfers;
 - (d) make, execute and deliver under the corporate seal and any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation

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| <p>(4) Notwithstanding any provisions to the contrary in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.</p> | <p>Board of
Directors
Directing
Execution of
Documents</p> |
| <p>32. (1) Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or by prepaid mail, telephonic, electronic or other communication facility to the director, officer or member at his/her address as shown on the books of the Corporation.</p> | <p>Notice</p> |
| <p>(2) For the purpose of sending any notice the address of any member, director or officer shall be his/her last address as recorded on the books of the Corporation.</p> | <p>Address to Send
Notice</p> |
| <p>33. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the female gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.</p> | <p>Interpretation
Gender</p> |

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