

## **Notice to Members of the Friends of Laurier Woods**

The Board of Directors of the Friends of Laurier Woods has undertaken to review and revise the 1991 By-Law governing the Friends of Laurier Woods.

The proposed new By-Law will be presented to Members at the Friends of Laurier Woods Annual General Meeting on April 16, 2020.

In addition to modernizing language and including requirements of the new *Not-for-Profit Corporations Act*, some changes from the 1991 By-Law include:

### **Board of Directors**

Currently there are 21 Directors. It has been a long time since there were 21 Directors and there have been challenges getting people to commit to being on the Board.

It is proposed that the size of the Board of Directors be reduced to 15.

### **Length of Term of Office of Directors**

The current term of office for Directors is from the date of the meeting at which they are elected until no later than the end of the third annual meeting after they have been elected (i.e. three years).

The *Not-for-Profit Corporations Act* wants members to have more control and ability to change members of the Board. It recommends annual elections.

It is proposed that the term of office be from the date of the meeting at which a Director is elected until no later than the end of the next annual general meeting after they have been elected (i.e. one year).

### **Term Limits**

Currently no Director may serve continuously for more than nine (9) years and after a one year absence they become eligible to serve for another nine years.

Section 24(1) of the *Not-for-Profit Corporations Act* restricts the length of a Director's term to four years. There is no restriction on the number of terms that a Director can serve.

It is proposed that term limits be removed as this becomes an unnecessary step if Directors are elected annually (see above).

### **Financial Year**

The financial year of the Corporation ends on September 30 in each year or on such other date as the Board may from time to time by resolution determine.

It is proposed that the financial year end on December 31.

Annual General Meeting (AGM)

The current By-law states that the AGM be held in November, or as otherwise determined by the executive.

It is proposed that the AGM be held “within six months after the end of the financial year of the Corporation”.

**The Board of Directors welcomes feedback on the proposed By-law and encourages anyone interested to provide their comments no later than Friday, April 3, 2020.**

**Submit your comments to the following e-mail address:**

**FOLWMembership@gmail.com**

**DRAFT**

# FRIENDS OF LAURIER WOODS - DRAFT BY-LAWS (revised 2020)

A By-law related generally to the transaction of the business and affairs of the FRIENDS OF LAURIER WOODS.

BE IT ENACTED and it is hereby enacted as a By-law of the FRIENDS OF LAURIER WOODS (hereinafter called the “Friends”) as follows:

## Part One - General

### 1. DEFINITIONS

In this By-law, unless the context otherwise requires:

“Act” means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“Board” means the Board of Directors of the Friends of Laurier Woods;

“By-law” means this By-law and all other By-laws of the Friends of Laurier Woods as amended and which are, from time to time, in force;

“Corporation” means the corporation that has passed these By-laws under the *Act* or that is deemed to have passed these By-laws under the *Act*;

“Director” means an individual occupying a position on the Board of Directors of the Friends of Laurier Woods;

“Friends” means the Friends of Laurier Woods;

“Member” means a Member of the Friends of Laurier Woods;

“Members” means the collective membership of the Corporation;

“Officer” means an Officer of the Corporation;

“President” means the President of the Friends of Laurier Woods; and,

“proxy” means an authorization by means of which a Member has appointed a proxy holder to attend and act on the Member’s behalf at a meeting of the Members.

## 2. INTERPRETATION

Other than specified in Section 1, all terms contained in the By-law that are defined in the *Act* shall have meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## 3. SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

## 4. SEAL

The seal of the Corporation, if any, shall be in the form determined by the Board.

## 5. EXECUTION OF CONTRACTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing, on behalf of the Corporation shall be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the Director by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Notwithstanding any provisions to the contrary contained 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 may or shall be executed.

## **Part Two - Directors**

### 6. Board of Directors

The affairs of the Corporation shall be managed by a Board of fifteen(15) Directors, each of whom at the time of their election or within ten (10) days thereafter and throughout their term of office shall be a Member in good standing of the Friends.

The Directors of the Corporation shall 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 powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, allocate, sell, exchange or otherwise dispose of securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

#### 7. ELECTION AND TERM

The Directors shall be elected by the Members.

The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected until no later than the end of the next annual meeting of Members after they have been elected.

Directors shall be eligible for re-election upon completion of their term.

The election of Directors may be by a show of hands unless a ballot be demanded by any Member.

#### 8. VACANCIES

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;

- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court order or under Ontario law; or
- e. if, at a general meeting of the Members, of which notice specifying the intention to pass such resolution has been given, a resolution is passed by at least two-thirds of the votes cast by the Members, removing the Director before the expiry of the Director's term of office.

#### 9. FILLING VACANCIES

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. If there is not a quorum of Directors, the remaining Directors shall call a meeting of the Members to fill the vacancies. If they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;
- d. any other vacancies shall be filled at the next annual meeting of the Members at which the Directors for the ensuing terms are elected.

#### 10. COMMITTEES

Committees may be established by the Board as follows:

- a. The officers of the Corporation shall form the Executive Committee. The Executive Committee shall meet periodically to oversee the operation of the Corporation. The Board may delegate to the Executive Committee any of the powers of the Directors excepting the powers set out in the Act that are not permitted to be delegated;

b. Subject to the limitations on delegation set out in the Act, the Board may establish any other committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

#### 11. RENUMERATION OF DIRECTORS

Directors shall receive no remuneration from the Friends for acting as such. No Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of the Directors' duties;
- b. Directors may be reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board;
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict of interest provisions of the *Act*.
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

### **Part Three - Board Meetings**

#### 12. CALLING OF MEETINGS

Meetings of the Directors may be called by the President or Vice President, or by the Secretary on direction of the President or Vice President, or by the Secretary on direction in writing of two Directors.

13. REGULAR MEETINGS

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. The Board may fix the place and time of regular meetings and send a copy of the resolution fixing the place and time of such meetings to each Director and no other formal notice shall be required for any such meetings.

14. NOTICE OF MEETINGS

Notice of the place and time for the holding of a meeting of the Board shall be given in the manner provided in Sections 30 and 31 of this By-law to every Director not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual general meeting.

15. CHAIR

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the Chair.

16. VOTING

Each Director has one vote. Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chairperson shall not vote except in the case of an equality of votes, in which case they shall have a casting vote.

Directors may not appoint a proxy to vote on their behalf.

All votes shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by assent or dissent.

17. PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATIONS FACILITIES

If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at the meeting.

**Part Four - Officers**

18. OFFICERS

There shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may determine from time to time.

One person may hold more than one office except for the offices of 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 then the incumbents, being Members of the Board, shall hold office until their successors are elected.

The other officers of the Corporation need not be Members of the Board and, in the absence of written agreement to the contrary, the appointment of all officers shall be settled from time to time by the Board.

19. DUTIES OF OFFICERS

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties.

Officers shall maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct.

20. DUTIES OF THE PRESIDENT OR VICE PRESIDENT

The President is charged with the general management and supervision of the affairs and operations of the Corporation and any such other duties as may be required by law or as the Board may determine from time to time.

The President:

- a) provides leadership to the Board;
- b) ensures the integrity of the Board's process;
- c) represents the Board to outside parties and serves as the Board's primary contact with the public;
- d) coordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and its partners; and,
- e) presides at all meetings of the Members of the Friends and of the Board of Directors.

During the absence or inability of the President, the Vice President or other Director chosen by the Board from among their number, may exercise their duties.

## 21. DUTIES OF THE SECRETARY

The Secretary shall:

- a) attend all meetings of the Corporation, the Board of Directors, and Board committees;
- b) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees;
- c) give all notices required to be given to Members and to Directors;
- d) have custody of the seal of the Corporation, and of all minute books, documents and registers;

- e) ensure that all reports are prepared and filed as required by law or requested by the Board;
- f) give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees; and,
- g) perform such other duties as may from time to time be directed by the Board.

## 22. DUTIES OF THE TREASURER

The Treasurer shall:

- a) have the custody of the funds and securities of the Corporation;
- b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities, or 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 from time to time be designated by the Board from time to time;
- c) disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers for such disbursements and shall render to the Board of Directors at the regular meetings thereof or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation;
- d) present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be; and,
- e) perform such other duties as may from time to time be directed by the Board.

## 23. DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms their engagement call for or the Board of Directors requires of them.

#### 24. PROTECTION OF DIRECTORS AND OFFICERS

No Director or officer is liable for the acts, neglects or defaults of any other Director, officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or 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 of the duties of their respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the

*Act*.

### **Part Five - Conflict of Interest**

#### 25. CONFLICT OF INTEREST

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as directed by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

## **Part Six - Members**

### **26. MEMBERS**

There shall be three (3) regular classes of Members in the Friends:

1. Adult Individual: To be an adult individual Member in good standing a person must be eighteen (18) years or older and have paid their annual dues. Two adult partners who have paid their annual dues as part of a family membership shall be part of this class.
2. Corporate: To be a corporate Member in good standing the corporation must be a corporate body recognized as such in the Province of Ontario and have paid its annual dues.
3. Junior: To be a junior Member in good standing a person must be under the age of eighteen (18) years have paid their annual dues. Dependent children under the age of eighteen (18) years whose dues have been paid as part of a family membership shall be included in this class.

The Board of Directors may from time to time choose to designate an individual person as an honorary Member. Honorary Members will not be required to pay annual dues.

Membership in the Friends is not transferrable and automatically terminates if the Member resigns or their Membership is otherwise terminated in accordance with the following:

### **27. TERMINATION OF MEMBERSHIP FOR CAUSE**

Upon 15 days written notice to a Member, the Board may pass a resolution authorizing the termination of membership for violating any provision of the articles or By-laws.

The notice shall set out the reasons for the termination of Membership. The Member receiving the notice will be entitled to give the Board a written submission opposing the termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding termination of membership.

## **Part Seven - Members' Meetings**

### **28. ANNUAL MEETING**

The annual meeting of the Friends shall be held within six months after the end of the financial year of the Corporation or as otherwise determined by the executive.

The President, or if not present the Vice President, or if also not present a person chosen by the Members present shall chair the meeting.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. Secretary's report, including receipt of the minutes of the previous annual and any subsequent special meetings;
3. President's report;
4. Treasurer's report, including consideration of the financial statements and report of the auditor or person who has been appointed to conduct a review engagement for the year;
5. election of Directors;
6. appointment of auditor or person to conduct a review engagement for the coming year; and
7. such other or special business as may be set out in the notice of meeting.

### **29. SPECIAL MEETINGS**

Special meetings of the Membership may be called upon written request of any ten (10) Members or upon the request of the President, or of the Board of Directors.

### **30. NOTICE OF MEETINGS**

Not less than 12 and not more than 50 days written notice of any annual or special Members' meeting shall be given to each Member or Director in the following manner.

Any notice required to be sent to Members or Directors shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation. Notice may be waived or the time for the notice may be waived or abridged at any time with the written consent of the Member or Director.

Notice of any special Members' meeting must contain sufficient information to permit Members to form a reasoned judgement on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

Where a given number of days' notice or notice extending over any period is required to begin, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

31. ERROR OR OMISSION IN GIVING NOTICE

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

32. PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor (or the person who has been pointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

33. QUORUM OF MEMBERS

A quorum for the transaction of business at any general meeting shall be at least twelve (12); if there be less than twelve (12) Members present, the meeting shall be adjourned at least two (2) days to a date fixed by those present, at which time quorum requirements shall be waived and the meeting may proceed.

#### 34. VOTING OF MEMBERS

Voting at any Members' meeting shall be available only to the following:

- a) those adult individuals who had qualified for Membership between the preceding ten (10) days and the preceding thirteen (13) months;
- b) a corporation which had qualified for Membership between the preceding ten (10) days and the preceding thirteen (13) months, in which case it may, under the hand of a local officer, appoint one of its employees or officers to hold its voting right; and,
- c) those individual persons designated by the Board from time to time as honorary Members.

#### 35. BUSINESS ARISING AT ANY MEMBERS' MEETING

Business arising at any Members' meeting shall be decided by a majority of votes, provided that:

- a) each Member shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and,
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive of the

fact without proof of the number or proportion of votes recorded in favour of or against the motion.

36. PROXIES

Every Member may appoint a proxy to vote at Members' meetings.

The proxy notice must be in writing or in such form as the chairperson of the meeting may accept as sufficient and shall be deposited with the secretary of the meeting prior to the commencement of the meeting.

37. RULES OF PROCEDURE

Rules of procedure at the annual or general meetings of the Friends, and meetings of Directors, shall be governed by Roberts Rules of Order.

**Part Eight - Financial**

38. BANKING

The Board of Directors shall by resolution from time to time designate the bank or other financial institution in which the money, bonds, or other securities of the Corporation shall placed for safekeeping.

39. FINANCIAL YEAR

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

**Part Nine - Amendments to By-laws**

40. AMENDMENTS

The Board of Directors may not amend this By-law.

The Members may from time to time amend this By-law by a majority of the votes cast at any annual or general meeting provided that advance notice of the proposed amendments have been provided to Members in accordance with Section 30 of this By-law.

Enacted the \_\_\_\_ day of \_\_\_\_\_, 2020 at \_\_\_\_\_ in the City of North Bay.

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President

DRAFT

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Secretary