

**Copeland Forest Friends Association
Constitution and By-Laws
(as amended September 2017)**

Article 1 - Name

The name of the non-profit corporation shall be the Copeland Forest Friends Association (CFFA).

Article 2 - Mandate, Goal and Objectives

2.1 Mandate: To provide a public amenity by conserving the natural integrity of the Copeland Forest, while facilitating compatible multi-use recreational opportunities for present and future generations.

Article 3 - Goal and Objectives

3.1 Goal: To implement stewardship activities that provide for the sustainability of Copeland Forest with the objective of meeting the needs of present and future generations.

3.2 Objectives:

3.2.1 Use scientific research to monitor the Forest and undertake stewardship activities

3.2.2 Support a sustainable network of trails to provide a broad range of safe recreational experiences that respect the forest.

3.2.3 Develop educational opportunities.

Article 4 - Head Office

The Head office shall be located at 1102 Horseshoe Valley Road West, Unit 306, Barrie, Ontario, L4M 4Y8.

Article 5 - Membership

5.1 Individuals purchasing or renewing a membership will be called Friends of Copeland Forest.

5.2 Friends, when buying a membership, will designate a primary user group affiliation and other user groups of interest to them.

5.3 There will be two types of membership (i) Individual and (ii) Honorary or Life.

Honorary or Life member appointed at the discretion of the board.

5.4 Annual Membership Dues will be set by the board and announced at the CFFA AGM

5.5 Membership rights:

5.5.1 Friends vote at their designated CFFA user group meetings.

5.5.2 Friends will have an opportunity to stand for election as their User Group delegate at the CFFA Annual General Meeting (AGM).

5.5.3 Friends will have the opportunity to stand for election as their User Group representative on the CFFA Board of Directors (BOD).

5.5.4 Friends will have an opportunity to participate in CFFA meetings and committees. Activities and events sponsored by CFFA for which a fee is charged, may be offered to Friends at a reduced rate.

5.5.5 Friends will receive regular association up-dates and notice of meetings, activities and events.

5.6 Discipline and Termination (see directors)

Article 6 - Board of Directors

6.1 Number: Eleven (a) One Director representing each of the nine designated user groups. (b) two members at large

Designated User Groups (in alphabetical order)

1. Anglers and Hunters

2. Businesses Representative

3. Hikers

4. Horse Riders
5. Horseshoe Resort
6. Mountain Bikers
7. Naturalists
8. Residents' Representative
9. Snow Sports

6.2 Duties:

- (a) Attend meetings of the BOD;
- (b) Communicate information to and from their user group.
- (c) Be involved with the business of the BOD and standing committees; and
- (d) Coordinate at least one user group meeting annually.

6.3 Qualifications:

- (a) Member of Copeland Forest Friends Association; and
- (b) Reached the age of majority.

6.4 Term of office:

Three years with 1/3 of user groups coming up for election every year.

6.5 Inaugural User Group Directors terms for 1, 2 or 3 years as chosen by draw, with 3-year terms thereafter. In any one year, there would be elected three Directors representing designated user groups and two directors-at-large for a total of five elected.

6.6 One-year terms for At-Large-Directors with election every year.

6.7 A member of the Board of Directors is limited to a maximum of six (6) consecutive years. After a break of at least one year, a person can be elected again.

6.8 Election process:

6.8.1 User Group meetings before the CFFA AGM will nominate their representative. See Article 7

6.8.2 At-Large-Directors will be nominated by the BOD.

6.8.3 The slate of User Group nominees and At-Large-Director nominees will be voted on at the CFFA AGM.

6.9 Director Termination: This will happen at the discretion of the Board. A duly notified director, after an in-camera meeting where the said director is allowed to speak concerning the pertinent issues, may be terminated from the Board by a vote of the Board with at least 8 of 11 voting to terminate.

6.10 Vacancies of Directors: The Board of Directors may appoint a new Director with a majority vote from the terminated or resigned member's Designated User Group until the next AGM. If the former Director's term was not due to expire at the next AGM, the user group would elect a replacement director to be installed at the AGM to complete the term.

6.11 Standing Committees: The Board may set up committees for specific purposes from time to time.

Article 7– Duties of the BOD and Executive Officers

7.1 The BOD shall conduct the business of the CFFA during the periods between general meetings of the CFFA and in accordance with the authority granted to it in the by-laws.

The BOD shall be responsible for the appointment and renewal of appointments of all positions within the CFFA except for those positions elected by the Membership of the CFFA.

This shall include the appointment of volunteer and paid positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the CFFA's policies.

The BOD may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking of an appointment as outlined in the CFFA's policies.

7.2 The CFFA BOD shall have at least four Executive Officers, in accordance with the CFFA's By-Laws as may be amended from time to time. These individuals shall hold the positions of:

President.
Vice- President.
Secretary; and
Treasurer

7.2.1 President

Except where the President delegates the responsibility to another person, the President shall preside at all general meetings of the CFFA and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the BOD, committees, staff; and shall be the spokesperson for the CFFA

7.2.2 Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the BOD.

7.2.3 Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the CFFA; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the AGM.

7.2.4 Secretary

The Secretary shall maintain a record of all minutes of the organization; maintain copies of all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the CFFA's published policies; maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting; send to the Membership a notice of each general meeting; send to the Board of Directors notices of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.

7.3 Election process for officers

A majority vote of the Directors each year is required to elect the Officers of the CFFA for that year at the first meeting of the Board.

7.3.1 Officer Termination see 6.1.

7.3.2 Vacancies

Any Vacancies of the BOD may be filled by a majority vote of directors.

67..3 Director Positions

The Board from time to time for various reasons may appoint other Board Positions. The duties of other Director positions shall be determined by the BOD.

Article 8 - Meetings

8.1 Board Meetings

- 81.1 Voting Procedures: Voting is by simple majority except for items otherwise specified in this by-law including but not necessarily limited to objects of incorporation, by-law changes, removal of a director and anything concerning the MOU with MNRF.
- 8.1.2 Notice of and schedule of Meetings: Meetings will be monthly or as set by the Board. Any changes will require a minimum of 2 weeks notice.
- 8.1.3 Special Board meetings: Special issues may require a meeting to be called by the President or a majority of Directors at any time.
- 8.1.4 Quorum: A minimum of 7 Directors with at least 2 executive officers included will be a quorum for the BOD.
- 8.1.5 Meeting dates to be decided by the BOD.
- 8.1.6 All meetings will be open to the public unless the chair calls for a vote to take a particular item of business in camera.

8.2 Annual General Meeting (AGM)

- 8.2.1 The CFFA AGM must be held on or before May 1st of each year within the County of Simcoe. The date and place to be set by the Board of Directors
- 8.2.2 Voting Procedures:
 - 8.2.2.1 There will be a maximum of five votes per User Group plus the active members of the BOD Board of Directors (total of 56).
 - 8.2.2.2 The slate of User groups and Directors-at-Large will be voted on at the CFFA AGM.
 - 8.2.2.3 There will be no nominations from the floor.
 - 8.2.2.4 The whole slate must be accepted, but if voted down, the process goes back to the nominating meetings and BOD for a further nomination slate. The new slate will have to be presented for a vote at a special meeting called for that purpose.
- 8.2.3 Quorum for the AGM: A minimum of 7 user groups must be represented to a total of 20 friends.
- 8.2.4 Notice of Meetings: Notice must be not less than 14 days by posting on the website with an email notification. Friends with a current email address on file will also be notified by this means.
- 8.2.5 Amendments to by-laws:
 - 8.2.5.1 Notice of proposed amendments by the BOD to by-laws would be included in the notice of meeting.
 - 8.2.5.2 Notice of proposed amendment by a Friend must be given to the secretary of the BOD in writing at least 30 days before the AGM so it can be included in the agenda.
 - 8.2.5.3 Changes to the objects of corporation require a 2/3 majority vote of the voting members present at the AGM.
- 8.2.6 Agenda will include but not be limited to:
 - 8.2.6.1 Approval of the Agenda and previous year's AGM minutes;
 - 8.2.6.2 The annual Financial report;
 - 8.2.6.3 The reports from the President and active Committees;
 - 8.2.6.4 Amendments to the By-laws; and

8.2.6.5 Election

Any additional user group can apply for membership to the board with acceptance at the BOD's discretion and passed as an amendment at the AGM.

8.3 Special Meetings:

8.3.1 Special meetings of the Members for any purpose or purposes may be convened by the Secretary upon written request of the President or a majority of the BOD.

8.3.2 The Board of Directors shall convene a special meeting of the CFFA within sixty (60) days following receipt of a written request for such meetings signed by a least ten percent (10%) of the paid friends of the CFFA.

8.3.3 The agenda of the meeting and discussion is limited to the issue given in the Notice of the meeting.

8.3.4 Notice of Meetings - the same rules apply as for the AGM.

8.3.5 Voting Procedures – the same rules apply as at the AGM.

8.3.6 Quorum – the same rules apply as at the AGM.

8.3.7 The meeting time date and place will be set by the BOD.

8.4 User Group Annual Meeting process:

8.4.1 Only persons who have purchased a CFFA Friends membership which designates the User group they wish to be part of and is listed on a master membership list may vote at a meeting.

8.4.2 CFFA Friends may only vote at their designated User Group meeting.

8.4.3 New Memberships must be purchased at least one month before User Group meeting to allow voting privileges.

8.4.4 Current membership renewals can be purchased at any time before a meeting to enable voting privileges.

8.4.5 User group meetings will be held each year to hear their representative's annual report and to have an election if required.

8.4.6 Quorum of at least five Friends who have designated that group as their first interest is required at a User Group Meeting.

Organizing and planning of User Group meetings will not be part of the By-laws but will be formulated through Board Policies.

Article 8 - External Advisors and External Advisory Committee

9.1 The CFFA will have two types of external advisors, BOD advisors and technical advisors.

9.1.1 BOD Advisors will include a representative from the District Office of the Ministry of Natural Resources and Forestry (MNRF) and the immediate past-president.

9.1.2 BOD Advisors will have the right to attend board meetings, receive agenda and minutes, and speak at meetings.

9.1.3 Technical Advisors will include representatives from partner organizations and will include but not be limited to advisors from the following organizations, the County of Simcoe, the Township of Oro-Medonte, the Nottawasaga Valley Conservation Authority, the Severn Sound Environment Association, and the Couchiching Conservancy. The Advisors will be nominated by their respective organization from time to time.

9.1.4 The Technical Advisors may be invited to BOD meetings for specific items of mutual concern.

9.1.5 The BOD Advisors and Technical Advisors along with the President, Vice-President, and two other BOD members will constitute an External Advisory Committee. The President will convene this Committee once a year to obtain feedback and input to strategic and work planning.

Article 9 – Finance

10.1 Books and Records

The CFFA shall keep correct and complete books and records of accounts, and the minutes of the proceedings of the BOD. Copies of the minutes of the BOD meetings shall be regularly distributed to each Director. The books and records of accounts, and the records of the actions of proceedings of the Board of Directors shall be open to inspection upon the written demand of any Director at any reasonable time.

10.2 Fiscal Year

The fiscal year of the CFFA shall be December 31st each year unless otherwise determined by resolution of the BOD.

10.3 Financial Report

An annual review of the financial statements of the CFFA for the preceding fiscal year shall be presented at each AGM.

10.4 Borrowing Powers

Borrow money upon the credit of the Association by way of a credit card with a maximum limit of \$1000 (CAD) for expenses incurred by the Association.

Article 11 - Indemnity and Insurance

11.1 The CFFA will purchase and maintain insurance on behalf of any person who is or was a Director, Executive Officer, employee or agent of the CFFA, or is or was serving at the request of the CFFA as a director, Executive Officer, employee or agent of any CFFA partnership, joint venture, trust or other enterprise against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such.

11.2 The BOD will develop policies pertaining to indemnification.

Article 12 - CFFA BOD Policies

12.1 Conflict of Interest

The CFFA shall adhere to the Conflict-of-Interest policy as developed and approved by the BOD and confirmed at an AGM.

12.1.1 Any Member of the CFFA may initiate the Conflict-of-Interest process by communicating in writing to the BOD the nature and facts of the conflict. The BOD, at its discretion, may proceed with the Conflict-of-Interest process by assigning one or more neutral persons to deal with the conflict.

The CFFA shall make available to any Member the Dispute Resolution process when requested.

12..2 Dispute Resolution

The CFFA shall adhere to a Dispute Resolution process as developed and approved by the BOD and confirmed at an AGM.

12.2.1 Any Member of the CFFA may initiate the Dispute Resolution process by communicating in writing to the BOD the nature and facts of the dispute. The BOD, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

The BOD shall make available to any Member the Dispute Resolution process when requested.

12.3 Harassment

The CFFA shall adhere to the Harassment Policy as published and approved by CFFA Board and Members at an AGM.

12..3.1 The Harassment Policy shall apply to all employees, directors, officers, volunteers, administrators, and Members of the CFFA.

12.3.2 Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

The BOD shall make available to any Member the Harassment Policy when requested.

12.4 Other Policies

Other policies may be developed as needed by the CFFA Board from time to time and approved by the membership at an AGM.

Article 13 - Dissolution

13.1 In the event of dissolution of the CFFA, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit Land-Trust related organizations, or any not-for-profit community organizations, which operate solely in Ontario.

Article 14 - Definitions/Terminology

14.1 Terminology used in this By-Law shall have the same meaning as used by CFFA in its letters patent, By-Laws and published rules.

Approved by the Copeland Friends Association Board
On August 12, 2015 (amended September 20, 2017)