

COPELAND FOREST FRIENDS ASSOCIATION

BY-LAWS

ALL PREVIOUS BY-LAWS the Association (as defined below), as amended from time to time, are hereby repealed and replaced in their entirety with the following, being a by-law relating generally to the business and affairs of COPELAND FOREST FRIENDS ASSOCIATION (the “**Association**”):

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Association as follows:

SECTION 1. GENERAL

1.01 *Definitions.* In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- (a) “**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;
- (b) “**Articles**” means the letters patent, supplementary letters patent, articles of incorporation, articles of amendment, of the Association, as amended from time to time;
- (c) “**Association**” 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;
- (d) “**Board**” means the board of directors of the Association;
- (e) “**By-laws**” means this by-law (including the schedules to this by-law) and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (f) “**Director**” means an individual occupying the position of director of the Association by whatever name he or she is called;
- (g) “**Member**” or “**Friend**” means a member of the Association;
- (h) “**Members**” or “**Friends**” means the collective membership of the Association;
- (i) “**Officer**” means an officer of the Association;
- (j) “**Special Resolution**” means a resolution that, (a) is submitted to a special meeting of the members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (b) consented to by each member of the Association entitled to vote at a meeting of the members of the Association; and
- (k) “**User Group**” means the following designated user groups of the Association (in

alphabetical order):

- (i) Anglers and Hunters;
- (ii) Businesses;
- (iii) Hikers;
- (iv) Horse Riders;
- (v) Mountain Bikers;
- (vi) Naturalists;
- (vii) Residents; and
- (viii) Snow Sports.

1.02 *Interpretation.* Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the 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.

1.03 *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.

1.04 *Seal.* The seal of the Association, if any, shall be in the form determined by the Board.

1.05 *Execution of Documents.* Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person 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 Association to be a true copy thereof.

SECTION 2. DIRECTORS

2.01 *Number of Directors.* The board shall consist of eleven (11) directors. At least one Director shall be elected from each of the User Groups (each, a "User Group Director"). The remaining three (3) Directors shall be elected from among the Members at-large (each, a "Director-At-

Large”).

2.02 *Qualifications of Directors.* Each Director of the Association shall be:

- (a) a person who is an individual who is at least eighteen (18) years old;
- (b) a person who has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (c) a person who has not been found to be incapable by any court in Canada or elsewhere;
- (d) a person who does not have the status of bankrupt;
- (e) a member of the Association.

2.03 *Election and Term.*

- (a) The Directors shall be elected by the Members at each annual meeting.
- (b) The term of office of the User Group Directors shall be from the date of the meeting at which they are elected or appointed until the third annual meeting or until their successors are elected or appointed. The maximum number of consecutive terms of office to be served by a User Group Director shall be two (2).
- (c) The term of office of the Directors-At-Large shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed. The maximum number of consecutive terms of office to be served by a Director-At-Large shall be six (6).
- (d) A one-year absence from the Board shall be required before any Director shall be eligible for re-election as a Director.

2.04 *Consent.* An individual who is elected as a director must consent in writing to hold office as a director before or within 10 days after their election.

2.05 *Vacancies.* The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (d) if, at a meeting of the Members, the Members by ordinary resolution removes the Director

before the expiration of the Director's term of office.

2.06 *Filling Vacancies.* A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (c) a quorum of Directors may fill a vacancy among the Directors.

2.07 *Committees.* Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
- (b) Subject to the limitations on delegation set out in the Act, the Board may establish any 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.

2.08 *Remuneration of Directors.* The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; except that Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

SECTION 3. BOARD MEETINGS

3.01 *Calling of Meetings.* Meetings of the Directors may be called by the president or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time

and place of the meeting.

3.02 *Regular Meetings.* The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 *Notice.* Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Association 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 meeting of the Association.

3.04 *Quorum.* A quorum for the transaction of business at a Directors' meeting is a majority of the number of Directors or the minimum number of Directors required by the Articles. If a quorum is present at the opening of a meeting of the Directors, the Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. Despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

3.05 *Chair.* The President shall preside at Board meetings. In the absence of the President, the Vice-President shall preside as chair. In the absence of both the President and Vice-President, the Directors present shall choose one of their number to act as the Chair.

3.06 *Voting.* Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.07 *Participation by Telephonic or Electronic Means.* If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic 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 that meeting.

SECTION 4. FINANCIAL

4.01 *Banking.* The Board shall by resolution from time to time designate the financial institution

in which the money, bonds or other securities of the Association shall be placed for safekeeping.

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

SECTION 5. OFFICERS

5.01 *Officers.* The Board shall appoint from among the Directors a president, vice-president, treasurer and secretary at its first meeting following the annual meeting of the Association. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 *Office Held at Board's Discretion.* Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation, or
- (c) such Officer's death.

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

5.04 *Duties of the President.* The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.05 *Duties of the Vice- President.* The vice-president shall perform the duties of the President, in the event that the President is unable or willing to act and such other duties as may be required by law or as the Board may determine from time to time.

5.06 *Duties of the Treasurer.* The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 *Duties of the Secretary.* The secretary shall perform the duties described in Schedule C and

such other duties as may be required by law or as the Board may determine from time to time.

SECTION 6. PROTECTION OF DIRECTORS AND OTHERS

6.01 *Protection of Directors and Officers.* No Director, Officer or committee member of the Association is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money 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 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 his or her respective office or trust provided that they have:

- (a) complied with the Act and the Association's Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act

SECTION 7. CONFLICT OF INTEREST

7.01 *Conflict of Interest.* A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Association or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 *Charitable Corporations.* As the Association is a charitable corporation, no Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Association unless the provisions of the Act and the law applicable to charitable corporations

are complied with.

SECTION 8. MEMBERS

8.01 *Members.* Membership in the Association shall consist of the incorporators named in the articles and such other persons interested in furthering the Association's purposes and who have been accepted into membership in the Association by resolution of the Board.

8.02 *Members.* There shall be three classes of members in the Association, namely, Individual members, Family members and Honourary/Life members. The Board of Directors of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

(a) Individual Members:

- (i) Individual membership shall be available to persons who have applied and have been accepted for Individual membership in the Association.
- (ii) On applying for Individual membership in the Association, such individual will designate a primary User Group affiliation with the Association.
- (iii) The term of membership of an Individual member shall be annual, subject to renewal in accordance with the policies of the Association.
- (iv) Each Individual member is entitled to receive notice of, attend and vote at all meetings of members and each such Individual member shall be entitled to one (1) vote at such meetings.

(b) Family Members:

- (i) Family membership shall be available to persons who have applied and have been accepted for Family membership in the Association.
- (ii) On applying for Family membership in the Association, the family will designate a primary User Group affiliation with the Association.
- (iii) The term of membership of a Family member shall be annual, subject to renewal in accordance with the policies of the Association.
- (iv) Each Family member is entitled to receive notice of, attend and vote at all meetings of members and each such Family member shall be entitled to one (1) vote at such meetings and shall designate one individual from the family who is at least eighteen (18) years of

age, for the purpose of casting such vote at such meetings.

(c) Honourary/Lifetime Members:

- (i) Honourary/Lifetime membership shall be granted to individuals by resolution of the Association's Board of Directors at the Board's discretion.
- (ii) On confirmation of Honourary/Lifetime membership in the Association, such individual will designate a primary User Group affiliation with the Association.
- (iii) The term of membership of an Honourary/Lifetime member shall end on the earlier of (a) the Member's resignation, (b) the Member's removal in accordance with the provisions of the Act or these By-laws or (c) the Member's death.
- (iv) Each Honourary/Lifetime member is entitled to receive notice of, attend and vote at all meetings of members and each such Honourary/Lifetime member shall be entitled to one (1) vote at such meetings.

8.03 *Membership.* A membership in the Association is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act or these by-laws.

8.04 *Disciplinary Act or Termination of Membership for Cause.*

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, By-laws or Association's policies.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 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 disciplinary action or termination of membership.

SECTION 9. MEMBERS' MEETINGS

9.01 *Annual Meeting.* The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than ten business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles. The business transacted at the

annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 *Special Meetings.* The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 *Notice.* Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 *Quorum.* A quorum for the transaction of business at a Members' meeting is at least ten (10%) percent of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 *Chair of the Meeting.* The President shall be the chair of the Members' meeting. In the President's absence, the Vice-President shall preside as chair. In the absence of both the President and Vice-President, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the

Members present shall choose one of their number to chair the meeting.

9.06 *Voting of Members.* Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law 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 evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 *Adjournments.* The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 *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 appointed to conduct a review engagement of the Association, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Association to be present at the meeting. Other persons may be invited to attend a Members' meeting by invitation of the Board.

9.09 *Participation by Telephonic or Electronic Means.* If a majority of the Directors of the Association consent, a meeting of the Members of the Association may be held by telephonic or electronic means that permits all participants to communicate adequately with each other during

the meeting. A Member participating by such means is deemed to be present at that meeting.

SECTION 10. NOTICES

10.01 *Service.* Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Association shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Association; and to such Director at his or her latest address as shown in the records of the Association or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 *Error or Omission in Giving Notice.* The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 11. ADOPTION AND AMENDMENT OF BY-LAWS

11.01 *Amendments to By-laws.* The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

11.02 *Repeal.* All previous by-laws of the Association are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract of agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Association obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or

repealed.

PASSED AND ENACTED by the directors of the Association on the ____ day of _____,
20____.

President

Secretary

CONFIRMED by the Members of the Association on the ____ day of _____,
20____.

Secretary

SCHEDULE A

POSITION DESCRIPTION OF THE PRESIDENT

Role Statement

If appointed, the president shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Association.

Responsibilities

Agendas: Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction: Serve as the Board's central point of communication with the senior management, if any, of the Association; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal: Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan: Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation: Serve as the Board's primary contact with the public.

Reporting: Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct: Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship: Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning: Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership: Serve as member on all Board committees.

SCHEDULE B

POSITION DESCRIPTION OF THE TREASURER

Role Statement

If appointed, the treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds: The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The treasurer shall also perform such other duties as may from time to time be directed by the Board. Submit annual tax return to the Canadian Revenue Agency, as required for a Registered Charity.

Board Conduct: Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship: Serve as a mentor to other Directors.

Financial Statement: Present to the Members at the annual meeting as part of the annual report, the financial statement of the Association 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.

SCHEDULE C

POSITION DESCRIPTION OF THE SECRETARY

Role Statement

If appointed, the secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct: Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management: Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Association and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board. Maintain accurate record of all Directors and Executive Officers of the Association in the Ontario Business Registry.

Meetings: Give such notice as required by the By-Laws of all meetings of the Association, the Board and Board committees. Attend all meetings of the Association, the Board and Board committees.