

The Friends of Rondeau Park

Bylaw No. 1

June 2024

SECTION 1.0 – GENERAL.....4

1.1 Definitions..... 4

1.2 Interpretation..... 4

1.3 Invalidity of any provisions of this bylaw..... 5

1.4 Corporate Seal 5

1.5 Head Office 5

1.6 Execution of Documents..... 5

SECTION 2.0: MEMBERSHIP5

2.1 Membership Classes 5

2.2 Eligibility of Members 5

2.3 Rights of Members..... 5

2.4 Membership Fees 6

2.5 Term of Membership 6

2.6 Notice of Meeting of Members 6

SECTION 3.0 - MEMBERSHIP TERMINATION 6

3.1 Termination of Membership..... 6

3.2 Discipline, Suspension, Expulsion 6

SECTION 4.0 MEETINGS OF THE MEMBERS7

4.1 Calling of Meetings 7

4.2 Place of Member Meetings..... 7

4.3 Persons Entitled to be Present 7

4.6 Quorum 7

4.7 Votes to Govern 7

4.8 Chair of the Meeting..... 8

4.9 Meetings held by Electronic Means..... 8

4.10 Participation in Meetings by Electronic Means 8

4.11 Mail-in or Electronic Ballots..... 8

4.12 Adjourned Meeting..... 8

SECTION 5.0: BOARD OF DIRECTORS 9

5.1 Composition 9

5.2 Election and Term 9

5.3 Vacancy in Office..... 9

5.4 Directors – Ceasing To Hold Office 9

5.5 Removal of Directors 9

SECTION 6: MEETINGS OF THE BOARD 10

6.1 Time and Place 10

6.2 Quorum 10

6.3 Notice of Meeting..... 10

6.4 Votes to Govern 10

6.5 Adjournment..... 10

6.6 Remuneration 11

6.7 Committees..... 11

SECTION 7.0 OFFICERS 11

7.1 Description of Officers 11

7.2 Election and Term 11

7.3 Duties of Officers 11

SECTION 8: FINANCES 11

8.1 Financial Year End 12

8.2 Banking Arrangements..... 12

8.3 Annual Financial Statements 12

8.4 Indemnification 12

8.5 Execution of Documents 12

SECTION 9 - METHOD OF GIVING NOTICE 13

9.1 Method of Giving Notice..... 13

9.2 Omissions and Errors 13

SECTION 10 – DISPUTE RESOLUTION..... 13

10.1 Dispute Resolution 13

SECTION 11 – BYLAW AMENDMENTS 13

SECTION 12 - EFFECTIVE DATE..... 13

BYLAW NUMBER ONE

A bylaw relating generally to the conduct of the affairs of The Friends of Rondeau Park hereinafter referred to as the "Friends"

SECTION 1.0 – GENERAL

1.1 Definitions

In this bylaw and all other bylaws of the Friends, unless the context otherwise requires:

- 1) "Act" means the Ontario Not-for-profit Corporations Act 2010, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 2) "Articles" means the original or restated articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Friends;
- 3) "Board" means the Board of Directors of the Friends;
- 4) "Bookkeeper" means the person engaged by the board to maintain the Friends' financial records
- 5) "bylaw" means this bylaw or any other bylaw of the Friends as amended and which are, from time to time, in force and effect;
- 6) "days" means calendar days;
- 7) "Friends" means the Friends;
- 8) "Director" means a Director of the Board of the Friends;
- 9) "Majority" means fifty percent plus one;
- 10) "Meeting of members" means the annual general meeting of members or a special meeting of members;
- 11) "Officer" means a Director elected by the Board, to perform specific duties;
- 12) "Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- 13) "President" means the Director elected by the Board to be the chief spokesperson of the Friends who presides at the annual general meeting of members and at meetings of the Board;
- 14) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- 15) "Special meeting of members" means a meeting of any class or classes of members or a special meeting of all members entitled to vote at an annual general meeting of members;
- 16) "Special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- 17) "Secretary" means the Officer elected by the Board to, among other things, have the custody of the corporate seal and of all books, papers, records, correspondence, contracts and other documents belonging to the Friends
- 18) "Treasurer" means the Officer elected by the Board to, among other things keep full and accurate accounts of all receipts and disbursements of the Friends in proper books of account and deposit all moneys or other valuable effects in the name and to the credit of the Friends ;
- 19) "Vice-President" means the Officer elected by the Board to, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as shall from time to time be requested by the Board.

1.2 Interpretation

- 1) In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

- 2) Other than as specified in 1. 1 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.3 Invalidity of any provisions of this bylaw

- 1) The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

1.4 Corporate Seal

- 1) The Friends may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary shall be the custodian of the corporate seal.

1.5 Head Office

- 1) The Head Office of the Friends shall be at 18050 Rondeau Park Road, R.R. 1, Morpeth, Ontario, NOP 1X0.

1.6 Execution of Documents

- 1) Contracts, documents, or any instruments in writing requiring the signature of the Friends, shall be signed by any two of the President, the Secretary, or the Friends' bookkeeper. Documents and instruments in writing so signed shall be binding upon the Friends without any further authorization or formality. The Officers shall have power from time to time, contingent upon Board approval, to appoint a member or members on behalf of the organization to sign specific contracts, documents and instruments in writing.

SECTION 2.0: MEMBERSHIP

2.1 Membership Classes

- 1) Subject to the articles, there shall be one class of members in the Friends.
- 2) The Board may from time to time establish distinct member categories including but not limited to: individuals, families, groups, and corporate.

2.2 Eligibility of Members

- 1) Membership shall be open to any person or organization subscribing to the purpose and objectives of the Friends.
- 2) Those eligible, may become members further to applying in writing, paying the member fees, and being accepted as members by the Board of Directors.

2.3 Rights of Members

- 1) Each member in good standing shall be entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one vote at such meetings.
- 2) Members may stand for office.

- 3) The interest of a member in the Friends is not transferable and lapses and ceases to be a member by resignation or otherwise in accordance with the by-laws of the Friends.

2.4 Membership Fees

- 1) The membership fees payable by members shall be determined from time to time by the members at the Annual General Meeting.
- (2) The Secretary shall notify the members of the fees at any time 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 Friends, but any such members may on payment of all unpaid dues or fees be reinstated.

2.5 Term of Membership

- 1) Membership subscriptions shall be valid from January 1st to December 31st in the year in which the subscription was received.

2.6 Notice of Meeting of Members

- 1) The Friends shall hold at least one general meeting annually. Notice of such meetings shall be posted on The Friends' website at least 30 days prior to the meeting.

SECTION 3.0 - MEMBERSHIP TERMINATION

3.1 Termination of Membership

- 1) A membership in the Friends is terminated when:
 - a) the member dies;
 - b) the member fails to maintain qualifications for membership described in Section 2 of these bylaws;
 - c) the member resigns by delivering a written resignation to the Friends in which case such resignation shall be effective on the date specified in the resignation;
 - d) In the case of group and corporate members, the group or corporation is dissolved;
 - e) the member's term of membership expires; or
 - f) the Friends is liquidated or dissolved under the Act.
- 2) Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Friends, automatically cease to exist.

3.2 Discipline, Suspension, Expulsion

- 1) The Board, may expel, suspend, or reprimand a member for:
 - a) engaging in activities that violate any provision of the articles, bylaws, or written policies of the Friends; or
 - b) any conduct which may be detrimental to the Friends as determined by the Board in its sole discretion.
- 2) In the event that the Board determines that a member should be expelled or suspended from membership in the Friends, the President, or such other Officer as may be designated by the Board, shall notify the member and provide an opportunity for the member to make a written submission to the Board in accordance with the Friends' discipline policies and procedures before the Board makes a final decision.

- 3) 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 Friends prior to acceptance of his/her resignation.

SECTION 4.0 MEETINGS OF THE MEMBERS

4.1 Calling of Meetings

- 1) The Board of Directors or the President or the Vice President shall have the power to call at any time a general meeting of the members of the Friends.

4.2 Place of Member Meetings

- 1) Member Meetings may be held at the head office of the Friends or elsewhere in Ontario as the Board of Directors may determine and on such day as the directors shall appoint.

4.3 Persons Entitled to be Present

- 1) The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Friends and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Friends to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.4 Order of Business

- 1). At every annual meeting, in addition to any other business that may be transacted, the report of the Directors the financial statement and the report of the accountant shall be presented and a Board of Directors elected and accountants appointed for the ensuing year and the remuneration of the accountants be fixed.

4.5 Special Meetings

- 1) Special meetings may be called at any time by the President, or on the request of three or more directors, or on the request of ten or more memberships in good standing.

4.6 Quorum

- 1) The quorum for the transaction of business at any meeting of members, annual or special, shall consist of not less than 15 voting members, inclusive of directors, present in person or represented by proxy.

4.7 Votes to Govern

- 1) Except as otherwise provided for by the Act, questions shall be decided by a simple majority of those voting.
- 2) Votes shall be determined by a show of hands unless a ballot is demanded by any member.
- 3) Any vote at a meeting of members may be held, in accordance with the policies of the Friends entirely by means of a telephonic, an electronic or other communication facility, if the Friends make available such a communication facility.
- 4) In case of an equality of votes at any meeting of members, the President shall be entitled to a second or casting vote.

4.8 Chair of the Meeting

- 1) In the event that the President and the Vice-President are absent, the Directors shall choose a Director to chair the meeting.

4.9 Meetings held by Electronic Means

In accordance with the Act and at the discretion of the Board, meetings of members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.10 Participation in Meetings by Electronic Means

Any person entitled to attend a meeting of members may participate in the meeting, in accordance with the regulations, if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Friends makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.

4.11 Mail-in or Electronic Ballots

- 1) Whenever required by these bylaws, or at option of the Board, pursuant to subsection 171(1) (Absentee) of the Act, Members may vote by electronic ballot if the Friends has a system that:
 - a) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - b) permits the tallied votes to be presented to the Friends without it being possible for the Friends to identify how each member voted.

4.12 Adjourned Meeting

- 1) If a meeting of the members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, unless the by-laws provide otherwise, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:
 1. The time of the continued meeting.
 2. If applicable, the place of the continued meeting.
 3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. 2023, c. 9, Sched. 22, s. 5 (2).
- 2) If a meeting of the members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Friends shall give notice of the meeting that continues the adjourned meeting in accordance with subsection (1). 2010, c. 15, s. 55 (6).

SECTION 5.0: BOARD OF DIRECTORS

5.1 Composition

- 1) The board shall consist of a minimum of three (3) directors.

5.2 Election and Term

- 1) Subject to these bylaws and the articles, any individual who is a member in good standing may be nominated in accordance with the rules and regulations established by the Board from time to time and elected by a majority of the Members at the AGM for a term expiring not later than two years following their election unless otherwise specified through a Special Resolution.
- 2) At the end of their term, Directors may stand for, and be re-elected by the Members.

5.3 Vacancy in Office

- 1) Vacancies on the Board of Directors however caused, may so long as a quorum of directors remains in office, be filled at the discretion of the directors. This member must be ratified at the next AGM. Otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.
- 2) If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

5.4 Directors – Ceasing To Hold Office

- 1) The office of a Director shall be automatically vacated:
 - a) if a Director resigns the office by delivering a written resignation to the President of the Friends;
 - b) if a Director is found by a court to be of unsound mind;
 - c) if a Director becomes bankrupt;
 - d) if, at a special meeting of members, an ordinary resolution is passed in accordance with Section 130 (1) of the Act that a director be removed from office; or
 - e) on death.

5.5 Removal of Directors

- 1) The members of the Friends may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

5.6 Ontario Parks Employees

- 1) Ontario Parks employees may serve as Directors of The Friends, but must never comprise a majority of its members. Ontario Parks' employees shall not act as Officers, nor shall they negotiate or execute contracts, sign cheques or hire or dismiss Friends' employees.
- 2) Ontario Parks' employees shall not represent The Friends in any matter between The Friends and Ontario Parks.
- 3) The Park Superintendent and/or Park Liaison Officer may be appointed ex officio to the Board of Directors of The Friends, but shall not exercise a vote or hold office.

SECTION 6: MEETINGS OF THE BOARD

6.1 Time and Place

- 1) The Board of Directors of The Friends shall manage The Friends and shall call meetings from time to time.
- 2) 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.

6.2 Quorum

- 1) A quorum of the Board shall consist of a majority of the directors present. In case of a tie vote, the President shall have a vote.

6.3 Notice of Meeting

- 1) Directors meetings will be formally called by the President or Vice President or by the Secretary on direction in writing of two directors.
- 2) 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.
- 3) 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 is present.
- 4) 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.

6.4 Votes to Govern

- 1) At all meetings of the Board, every question shall be decided by ordinary resolution, unless otherwise required by the Friends' bylaws.
- 2) In case of an equality of votes, the President, in addition to his/her original vote shall have a second or casting vote.
- 3) All votes at any such meeting shall be taken by a show of hands unless a ballot is demanded by any director present.

6.5 Adjournment

Notice of a meeting that continues an adjourned meeting of directors is not required to be given if all of the following are announced at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.

3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting. 2023, c. 9, Sched. 22, s. 3 (2).

6.6 Remuneration

- 1) The directors shall serve without remuneration, and directors shall not receive directly or indirectly any profit from their position as such. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

6.7 Committees

- 1) The Board of Directors may appoint such committees from time to time as they deem advisable, including appointees who are not members of The Friends, and may delegate such authority as they deem appropriate, provided such that actions taken or recommended by such committees are subject to approval by the Board.
- 2) Any committee member may be removed by ordinary resolution of the Board of Directors.

SECTION 7.0 OFFICERS

7.1 Description of Officers

- 1) The officers of the Board of Directors shall consist of President, Vice-President, Secretary, and Treasurer.

7.2 Election and Term

- 1) The officers shall be elected by the Board from among its members at the AGM and will serve for a term of 2 years.
- 2) An Officer shall cease to be an Officer if removed by special resolution of the Board.

7.3 Duties of Officers

- 1) The President shall call and preside at all meetings of The Friends.
- 2) The Vice-President shall assume the duties of the President if he or she is absent.
- 3) If appointed, the Secretary, and the Treasurer shall have such powers and duties as the board may specify.
- 4) The directors-at-large shall chair committees as required.

SECTION 8: FINANCES

8.1 Financial Year End

- 1) Unless otherwise ordered by the Board of Directors, the fiscal year of the Friends shall terminate on the 31st day of March in each year.

8.2 Banking Arrangements

- 1) The banking business of the Friends shall be transacted at such bank, trust company or other firm or Friends carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Friends and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct or authorize.

8.3 Annual Financial Statements

- 1) The Friends shall publish the annual financial statements on the members' section of the Friends website. Any member may, on request, obtain a paper copy free of charge at the registered office or by prepaid mail.

8.4 Indemnification

- 1) In accordance with the Act 2010, c. 15, s. 46 (1), the Friends shall indemnify a director or officer of the corporation, a former director or officer of the corporation or an individual who acts or acted at the corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the corporation or other entity.
- 2) The Friends shall not protect any Director for acts of fraud, dishonesty, bad faith, or criminal acts.

8.5 Execution of Documents

- 1) Deeds, transfers, licenses, contracts and engagements on behalf of the Friends shall be signed by any two of the President, the Secretary, or the Friends' bookkeeper.
- 2) Contracts in the ordinary course of the Friends' operations may be entered into on behalf of the Friends by any two of the President, Vice- President, Treasurer or by any other persons authorized by the Board.
- 3) The President and the Secretary, 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 Friends in its individual or any other capacity or as trustee or otherwise;
 - (b) accept in the name and on behalf of the Friends transfers of shares, bonds or other securities from time to time transferred to the Friends;
 - (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 Friends

(4) Notwithstanding any provisions to the contrary in the by-laws of the Friends, 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 Friends may or shall be executed.

SECTION 9 - METHOD OF GIVING NOTICE

9.1 Method of Giving Notice

- (1) Whenever under the provisions of the by-laws of the Friends, 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 Friends.
- (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 Friends.

9.2 Omissions and Errors

- 1) The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Friends has provided notice in accordance with the bylaws 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 10 – DISPUTE RESOLUTION

10.1 Dispute Resolution

- 1) In the event that a dispute or controversy among members, Directors, Officers, committee members, employees or volunteers of the Friends arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Friends is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of the Friends as set out in the Articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution which may include alternative dispute resolution, mediation and arbitration as may be determined by the Board.

SECTION 11 – BYLAW AMENDMENTS

- 1) These by-laws may be added to or amended by a two-thirds vote of the members present and voting at an annual general meeting of the friends, provided that due notice of the proposed amendments shall have been given at least thirty days prior to the date of such meeting by communicating a copy of such proposals to each membership.

SECTION 12 - EFFECTIVE DATE

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the Board.

CERTIFIED to be bylaw No. 1 of the Friends, as enacted by the Directors of the Friends by ordinary resolution on the _____ day of _____, 20____ and confirmed by the members of the Friends by special resolution on the _____ day of _____, 20_____.

Dated as of the _____ day of _____, 20____.

[Indicate name of Director/Officer]