

ENVIRONMENT HALIBURTON!

BYLAW No. 1

A BYLAW RELATING GENERALLY TO THE TRANSACTION OF AFFAIRS OF
ENVIRONMENT HALIBURTON!

INDEX

Page Number	Article	Heading
		Preamble
	ARTICLE 1	Name
	ARTICLE 2	Objects
	ARTICLE 3	Interpretation
	ARTICLE 4	Head Office
	ARTICLE 5	Membership
	ARTICLE 6	Privileges and Liability of Members
	ARTICLE 7	Annual Fees
	ARTICLE 8	Meetings of Members
	ARTICLE 9	Notice to Members
	ARTICLE 10	Proceedings at General Meetings
	ARTICLE 11	Board of Directors
	ARTICLE 12	Meetings of Directors
	ARTICLE 13	Duties of Directors
	ARTICLE 14	Officers
	ARTICLE 15	Duties of Officers
	ARTICLE 16	Limitation of Liability of Directors and Officers
	ARTICLE 17	Committees
	ARTICLE 18	Seal
	ARTICLE 19	Execution of Documents
	ARTICLE 20	Books, Records and Returns
	ARTICLE 21	Financial Year
	ARTICLE 22	Auditors
	ARTICLE 23	Standards and Practices
	ARTICLE 24	Amendments to the General By-law
	ARTICLE 25	Quorum
	ARTICLE 26	Voting
	APPROVAL	

PREAMBLE

Environment Haliburton! was incorporated without share capital on July 9, 2003. It is registered with the Ministry of consumer and Business Services as Environment Haliburton! The Ontario Corporation Number is 1579566.

ARTICLE 1

NAME:

ENVIRONMENT HALIBURTON!

ARTICLE 2

OBJECTS:

2.1 Environment Haliburton! will take a comprehensive view of environmental issues in Haliburton County and will provide a strong voice to encourage positive initiatives and oppose those that could have an adverse effect on the environment.

2.2 The activities of Environment Haliburton! shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its objects.

2.3 On dissolution of the Corporation and after payment of all debts and liabilities, any remaining property shall be sold and the proceeds given to Haliburton Highlands Health Services Foundation.

ARTICLE 3

INTERPRETATION:

3.1 The definitions in the Ontario *Corporations Act* on the date these bylaws become effective apply to these bylaws.

3.2 Where context so requires or permits, the singular shall read the plural and the plural the singular.

ARTICLE 4

HEAD OFFICE:

The head office of the Corporation shall be in the County of Haliburton, in the Province of Ontario, Canada and at such place therein as the directors may from time to time determine.

ARTICLE 5

MEMBERSHIP:

5.1 The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as may be admitted as members by the board of directors from time to time.

5.2 Membership in the Corporation shall consist as follows:

- (a) "Membership" in the Corporation shall be open to:
 - (i) all individuals living in Haliburton County, whether full-time or part-time;
 - (ii) all corporations, partnerships, non-incorporated associations and other legal entities carrying on business as a property owner or tenant in Haliburton County, on payment of dues and each person or other legal entity qualifying for Full Membership shall be known as a "Full Member";
- (b) "Youth Membership" in the Corporation shall be open to all youth, aged 14 – 18, living in Haliburton County, whether full-time or part-time, on payment of dues, and each person qualifying for a Youth Membership shall be known as a "Youth Member".

5.3 Other affiliations with the Corporation:

"Friends of Environment Haliburton!" shall include persons, corporations, non-incorporated associations, partnerships and other persons and legal entities that have an interest in protecting the natural environment of Haliburton County but do not live in Haliburton County, and each person or other legal entity so qualifying shall, on payment of dues, be known as a "Friend of Environment Haliburton!"(Affiliate).

5.4 Every member and affiliate shall uphold the objects and comply with the bylaws of the Corporation.

5.5 Members may resign by resignation in writing, which shall be effective upon acceptance thereof by the board of directors. In case of resignation a member or affiliate shall remain liable for payment of any assessment or other sum levied or which becomes payable by him/her to the Corporation prior to acceptance of his/her resignation.

5.6 A person or entity shall cease to be a member or affiliate of the Corporation:

- (a) by delivering his resignation in writing to the secretary of the Corporation or by mailing or delivering it to the address of the Corporation;
- (b) on his death or, in the case of a corporation or other legal entity, on dissolution;
- (c) on having been "not in good standing" for 6 consecutive months.

5.7 All members and affiliates are "in good standing" except one who has (a) been found to have failed to comply with the Corporations "Code of Conduct" (pending), or (b) failed to pay the annual dues or any other subscription or debt due and owing by him/her to the Corporation, as provided in 7.2. Members who are not in good standing at the time of a general meeting will not have a vote at such meetings nor will they be able to stand for election to office or hold office.

ARTICLE 6

PRIVILEGES AND LIABILITY OF MEMBERS AND AFFILIATES:

6.1 Subject to 5.7, all members and affiliates of the Corporation shall be entitled to participate in all activities of the Corporation. Each membership carries one vote at general meetings of members. Affiliates of the Corporation are invited to attend but not entitled to vote at general meetings of members.

6.2 No member or affiliate of the Corporation shall be, in his/her individual capacity, liable for any debts or liabilities of the Corporation.

ARTICLE 7

ANNUAL FEES:

7.1 The annual fees for Full Membership and Student Membership and Friend of Environment Haliburton! affiliation shall be established by the board. The rate shall become effective only when confirmed by a vote of the members at a general meeting.

7.2 The secretary shall notify the members and affiliates of the dues or fees at any time payable by them, and, if any are not paid within one hundred and twenty days of the date of such notice the members and affiliates in default shall thereupon become "not in good standing". Any such member or affiliate "not in good standing" may on payment of all unpaid dues or fees be reinstated as a member or affiliate "in good standing" having full privileges.

ARTICLE 8

MEETINGS OF MEMBERS:

8.1 The Annual General Meeting of the members shall be held in Haliburton County and at such place as the board of directors may determine, in accordance with the *Corporations Act*, and on such day as the directors shall appoint.

8.2 The first Annual General Meeting of the Corporation shall be held not more than 18 months after the date of incorporation and after that, an Annual General Meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

8.3 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented. There shall be an election of directors. Auditors shall be appointed for the ensuing year.

8.4 The board of directors or the President or the Vice-President shall have at any time the power to call a meeting of the members of the Corporation.

8.5 All meetings of members will be Annual General Meetings or Special General Meetings.

8.6 In the absence of a quorum a second Annual General Meeting will be called within 30 days. At the recalled Annual General Meeting a quorum will be those who attend following due notification.

ARTICLE 9

NOTICE OF MEMBERS' MEETINGS:

9.1 Notice of all meetings of members shall be delivered personally or by telephone, facsimile, or email to each member or affiliate not less than ten days before the meeting is to take place or shall be mailed to each member or affiliate not less than fourteen days before the meeting is to take place. At any meeting of members, the members may consider and transact any business that the Corporation may transact. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

9.2 Notice of a general meeting of members shall specify the place, day and hour of meeting, and in the case of special business, the general nature of that business.

9.3 No error or omission in giving notice of any annual or general meeting of members of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting in writing and may ratify, approve and confirm any or all proceedings taken thereat.

9.4 For the purpose of sending notice to any member, director, officer or affiliate for any meeting or otherwise, the address of any member, director, officer or affiliate shall be his/her address recorded on the books of the Corporation.

ARTICLE 10

PROCEEDINGS AT MEETINGS OF MEMBERS:

10.1 An Annual General Meeting of the members of the Corporation shall be held at least once in every calendar year, prior to October 31st and subsequent to the end of the prior fiscal year, at the call of the President of the Corporation or any four (4) members of the Board of Directors. The President of the Corporation, the vice-President or in the absence of both, one of the other Directors present, shall preside as chairperson of a general meeting of members. The business to be considered at an Annual General Meeting shall include:

- (a) Adoption of rules of order;
- (b) Consideration of the financial statements;
- (c) Report of the Directors;
- (d) Report of the auditor, if any;
- (e) Election of the President, Vice-president and other Directors;
- (f) Appointment of the auditor,
- (g) Other business that under these bylaws, ought to be transacted at an Annual General Meeting, or business under consideration by the notice covering the meeting.

10.2 A Special General Meeting of the members of the Corporation may be called by the President or any four (4) members of the Board of Directors of the Corporation.

10.3 A Special General Meeting must be called within thirty (30) days of receipt by the President of a written request stating the reason for the meeting and signed by the least of, thirty (30) or 50% of members "in good standing".

10.4 All resolutions proposed at a meeting of members need to be seconded and the chairperson of a meeting may move or propose a resolution.

10.5 A member “in good standing” present at a meeting of members is entitled to one vote.

10.6 Voting at meetings of members is by show of voting cards, unless the members present decide to vote by secret ballot.

10.7 The chairperson shall not have a vote at meetings of members, except in the case of an equality of votes in which case the chairperson shall cast the deciding vote.

10.8 Proceedings at all meetings shall be conducted in compliance with “Roberts Rules of Order”.

ARTICLE 11

BOARD OF DIRECTORS

11.1 The property and business of the Corporation shall be managed by a board of a minimum of seven (7) and a maximum of twenty one (21) directors, each of whom at the time of his/her election and throughout his/her term of office is a member “in good standing” of the Corporation. The President will recommend for approval of members attending the Annual General Meeting the number of directors required to manage the business of the Corporation from time to time.

11.2 The President, Vice-president and Directors will be elected at the Annual General Meeting.

11.3 The founding board of directors shall serve until the first Annual General Meeting. Upon election of the inaugural board of directors at the first Annual General Meeting, the board of directors shall decide and appoint half of the directors to a one year term, and half to a two year term (or as close to that ratio as possible). Thereafter directors shall be elected at each Annual General Meeting for a two year term to replace those directors whose term has expired. No director may serve more than three consecutive terms.

11.4 The directors shall retire from office at the Annual General Meeting in the year which coincides with the end of the term for which they were elected. The successors to the retiring directors shall be elected at that Annual General Meeting.

11.5 An election of directors may be by acclamation if the nominations do not exceed the vacancies.

11.6 A vacancy on the board of directors shall be filled at the next Annual General Meeting. A vacancy on the board may be filled by appointment of the directors in the interim at their discretion so long as there is a quorum of directors remaining in office. If there is not a quorum of directors remaining in office, those remaining directors shall forthwith call a meeting of the members for the purpose of filling the vacancies. A director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Corporation. He/she is eligible for re-election at the Annual General Meeting, for a term corresponding with the vacated directorship filled previously by him/her.

11.7 The position of director shall be automatically vacated:

- (a) if a director resigns by delivering a written resignation to the Secretary;
- (b) if a director is found guilty of a criminal offence;
- (c) if, at a special meeting of members called for that purpose, a resolution is passed by a vote of two-thirds of the members in attendance that he/she be removed from office;
- (d) on death; or
- (e) if a director shall for any reason cease to be a member “in good standing” of the Corporation.

11.8 A member of the board of directors who, without due cause, misses three consecutive board of directors meetings, shall resign or be removed as a director of the Corporation.

11.9 The directors shall serve without remuneration. However, a director may be reimbursed for expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Corporation.

11.10 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

11.11 No person shall stand for election to a position on the Board of Directors until they have been a member “in good standing” of the Corporation for a period of one year.

ARTICLE 12

MEETINGS OF DIRECTORS:

12.1 Except as otherwise required by law, the board of directors may hold its meetings at such place as it may determine. Notice of all directors meetings will be delivered not less than 10 days before the date of the meeting. Meetings may be called by the President, or by a majority of the directors. Notice shall be delivered by telephone or by electronic communication. Notice of the meeting shall state the time and place and main reason for calling the meeting, such as any new proposals, reports or other urgent matters to be considered.

12.2 Meetings of the board shall be called by the President.

12.3 The President shall preside at all meetings of directors. In his/her absence, the vice-president or such other director as the board of directors may appoint for the purpose shall preside.

12.4 All resolutions proposed at a board meeting shall be seconded and shall be decided by a majority of votes. The chairperson of a meeting may move or propose a resolution. Normally, votes shall be taken by a show of hands.

12.5 The chairperson shall not have a vote at directors meetings, except in the case of an equality of votes in which case the chairperson shall cast the deciding vote .

12.6 Meetings of the board may be open to all members, affiliates and the general public. The Board of Directors may hold all or any part of a meeting “in camera”.

ARTICLE 13

DUTIES OF DIRECTORS:

13.1 As a Director of an Incorporated Corporation (Corporation), each Board member assumes a certain responsibility and duty under the Companies Branch Act.

13.2 The Board shall, in addition to any other responsibilities and duties set forth in these Articles:

- (1) Ensure that a full and correct account of the proceedings of all Directors' meetings and general meetings be kept.
- (2) Ensure that the purposes of the Corporation as set out in these Articles and By-Laws are promoted and the Corporation carries on its operation in accordance with such purpose.
- (3) Provide for the maintenance of any property of any kind of the Corporation.
- (4) Insure any property that is owned by the Corporation against loss or damage.
- (5) Employ such persons as, in its discretion, it deems necessary for carrying out the purposes of the Corporation hereunder and such persons as deemed necessary for proper administration of the affairs of the Corporation.
- (6) Submit to each Annual General Meeting of the Corporation an annual financial statement for the fiscal year.
- (7) Prepare a list of the activities or projects to be engaged in or undertaken by the Corporation in the ensuing year to be ratified at the Annual General Meeting.
- (8) Prepare and adopt, by resolution of the Board, a budget in support of the approved activities proposed for the ensuing fiscal year and the administration of the Corporation.
- (9) Ensure that activities and projects approved by the Corporation are carried out within the limit of the money allocated for such activities and projects in the approved budget.
- (10) Ensure that the elected Officers of the Board carry out their responsibilities and duties.

ARTICLE 14

OFFICERS:

14.1 The Officers (all are Directors) shall be a President, a Vice-President, a Secretary and a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer

14.2. The Officers, other than President and Vice-president, shall be elected annually, for a term of one year, by the Board of Directors from among their numbers at the meeting of the Board held immediately following the Annual General Meeting.

ARTICLE 15

DUTIES OF OFFICERS:

15.1 Duties of President and Vice-President

(a) The President shall, when present, preside at all meetings of the members of the Corporation and its Board of Directors. In case of a tie vote, the President shall cast the deciding vote. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President shall summon or cause to be summoned meetings of the general membership and Board meetings except as provided for in Article 10 of this by-law. The President, with the Secretary or other officer appointed by the Board for the purpose, shall sign all By-Laws and membership certificates. Other responsibilities and duties may be undertaken by the President and/or assigned to another officer, with the approval of the Board.

(b) During the absence or inability of the President, the duties and powers of the office may be exercised by the Vice-President, and in his/her absence such other Director as the Board may, from time to time, appoint for the purpose.

15.2 Duties of Secretary

The Secretary shall be an ex officio clerk of the Board of Directors and member meetings. He/she shall attend all meetings of the Board of Directors and member meetings and record all facts and minutes of all proceedings in the books kept for that purpose. In the absence of the Secretary, a recording secretary shall be appointed by the Board. He/she shall, under direction, give notices required to be given to members and to Directors. He/she shall be the custodian of the seal of the Corporation and of all minute books, papers, records, correspondence, contracts and other documents, including the original copy of the Articles of Incorporation and By-Laws, which he/she shall keep amended and updated, as and when resolutions are passed by members at a duly constituted Meeting of members. He/she shall only deliver up these records and things when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. He/she shall perform such other duties as may from time to time be determined by the Board of Directors.

15.3 Duties of Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Corporation under the direction of the Board of Directors and By-Laws of the Corporation, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation. He/she shall be responsible for the preparation of detailed annual budgeted financial statements based on information submitted by persons responsible for the approved activities of the Corporation. He/she shall submit a yearly financial report and statement for the fiscal period to the members at the Annual General Meeting. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

ARTICLE 16

LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS:

16.1 Every director or officer of the Corporation, or other person who has undertaken any liability on behalf of the Corporation, and their heirs, executors, administrators and other personal representatives shall at all times be indemnified and saved harmless out of the funds of the Corporation, from:

(a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in any action, suit or proceedings which is brought against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in the lawful execution of the duties of his/her office or in respect of any such liability;

(b) all other costs, charges and expenses which he/she sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

ARTICLE 17

COMMITTEES:

17.1 The board may, by resolution of the majority of the board, appoint standing committees and ad hoc committees to perform any act or make any investigation on behalf of the Corporation.

17.2 The committees shall consist of two or more members and/or affiliates of the Corporation in good standing, one of whom one must be a director.

17.3 The duties, powers and reporting requirements of the committees shall be set out in the resolution of the board appointing the committees. Each committee shall submit a budget for approval by the directors before any funding can be allocated.

17.4 The president shall, subject to the approval of the Board, appoint a chairperson from the members of each committee.

17.5 The president shall be an “ex officio” member of all committees appointed by the board.

17.6 Ad hoc committees will be disbanded by the board of directors following the board of directors’ acceptance of the committee’s final report.

ARTICLE 18

SEAL:

18.1 The directors shall provide a seal for the Corporation.

18.2 The seal shall be affixed only when authorized by a resolution of the directors, and only in the presence of the president and the secretary or secretary-treasurer.

ARTICLE 19

EXECUTION OF DOCUMENTS:

19.1 Simple contracts, in the ordinary course of business of the Corporation, may be entered into on behalf of the Corporation by the President and Secretary or any other person authorized by board resolution.

19.2 Subject to approval by the board and/or a resolution passed at a duly constituted meeting of members of the Corporation, deeds, licences, contracts and engagements on behalf of the Corporation shall be signed by either the president or vice-president and by the secretary. The secretary shall affix the seal of the Corporation to such instruments as require the same.

ARTICLE 20

BOOKS, RECORDS AND RETURNS:

20.1 The directors shall see that all necessary books, records and returns of and for the Corporation required by these articles, by subsequent bylaws of the Corporation or by applicable statute or regulation are regularly and properly kept.

ARTICLE 21

FINANCIAL YEAR (Fiscal year):

21.1 The financial year of the Corporation shall end on the date in each year as the directors initially determine.

21.2 Once the financial year is determined, changes to it must be approved by the members of the Corporation at an Annual General Meeting.

ARTICLE 22

AUDITORS:

22.1 The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next Annual General Meeting. The remuneration, if any, of the auditor shall be fixed at the Annual General Meeting.

ARTICLE 23

STANDARDS AND PRACTICES:

23.1 The Corporation will always operate with the highest possible standard of ethics and integrity.

23.2 All financial records will be available to the members and such information will be available in such format as to ensure easy tracking of all income and expenditures as published in the annual statements of the Corporation.

23.3 The Corporation may become a member of and/or co-operate with any other corporation, society, or Corporation whose purposes and ethical standards are similar to those of the Corporation.

ARTICLE 24

BYLAWS:

24.1 Persons or entities on being admitted as members or affiliates are entitled to a copy of the bylaws of the Corporation, including the Code of Conduct (pending).

24.2 No amendment to a bylaw of the Corporation shall be valid unless passed by two-thirds of the members present at a general meeting of the Corporation duly called for the purpose of considering such amendment.

ARTICLE 25

QUORUM:

25.1 A quorum for meetings of members is all voting members present following due notification, but not less than 15% of the membership in good standing. Affiliates attending are not considered in calculating a quorum.

25.2 A quorum of the board shall consist of one-half the number of directors plus one.

ARTICLE 26

VOTING:

26.1 Each Member and each Youth Member shall at all meetings of members be entitled to one vote.

26.2 A member may not vote unless he/she is “in good standing” (ref. Article 5, Sec 5.7 and Article 7, Sec.7.2).

ENACTED this day of, 2004

President

Secretary