

## The Bruce Peninsula Biosphere Association

### By-Law #1

By-Law relating to the transaction of business and affairs of the Bruce Peninsula Biosphere Association.

#### 1.0 Interpretation (Definitions) - -

Association - means The Bruce Peninsula Biosphere Association.

“Bruce Peninsula” represents the area covered by the Municipality of Northern Bruce Peninsula within the County of Bruce in the Province of Ontario.

Where the words “municipality” occurs in this By-Law, it shall be understood to mean The Municipality of Northern Bruce Peninsula.

Where the words “the Directors” or “the Board” occur in this By-Law, they shall be understood to mean “the Board of Directors of The Bruce Peninsula Biosphere Association”.

Where the word “Executive” occurs in these By-Laws, it shall be understood to mean the Executive Committee of the Board of Directors of the The Bruce Peninsula Biosphere Association.

Where the words “Chair” or “Vice-Chair” occurs in these By-Laws, they shall be understood to mean the Chairperson or Vice-Chairperson of The Bruce Peninsula Biosphere Association.

“Member” - means in individual or “single entity” who join and participate in the activities of the Association.

“Member Group - means a recognized organization, business, agency, government department, corporation, partnership, association or family of 2 or more individuals who join and participate in the activities of the Association as a “single” entity.

In this By-Law, unless the context otherwise requires, the singular shall include the plural, and the plural the singular; the word “person” shall include corporations, unincorporated associations, partnerships or any other legal entities; and the masculine shall include the feminine and *vice versa*.

Where the contraction “AGM” occurs in this By-Law, it shall be understood to mean the Annual General Meeting of The Bruce Peninsula Biosphere Association.

#### 2.0 Transaction of the Affairs of the Corporation - -

##### 2.1 Income

The Bruce Peninsula Biosphere Association is an Association without share capital. The Association’s income shall be applied solely to achieving the objectives as defined in the Association’s Constitution. Funds of the Association

required for the achievement of its objectives may be invested and re-invested as determined appropriate by the Directors.

**2.2 Books and Records**

The Directors shall see that all necessary books and records of the Association, required by this By-Law or by an applicable statute or law, are regularly and properly kept.

**2.3 Agents & Attorneys**

The Board shall have the power, from time-to-time, to appoint agents or attorneys for the Association.

**2.4 Fidelity Bonds**

The Board may require such Officer(s), employee(s) or agent(s) of the Association as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time-to-time prescribe.

**2.5 Limitation of Liability**

No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.

**2.6 Indemnity**

Every Director and Officer of the Association and his heirs, executors, administrators and estate, respectively, shall from time-to-time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

(a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs, in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office;

and

(b) all other costs, charges and expenses that he sustains or incurs in, about, or in relation to, the affairs of the Association; except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

**2.7 Authority**

The Association receives authority for achieving its goals and objectives from the Canadian Biosphere Reserves Association.

**2.8 Regulations, Policies and Plans**

The Board of Directors shall direct the development and implementation of such regulations, policies, plans, budgets, reports, etc. as necessary for the organization and management of the Association as to ensure the achievement of its objectives and goals.

**2.9 In-Camera Decisions**

It is the responsibility of all those Directors and members involved in decision-making “in-camera” to ensure the confidentiality of such decisions.

**3.0 Membership**

**3.1 Fees**

Any fees for membership in the Association shall be determined by the Board of Directors, when and as required.

**3.2 Membership - Non-Voting**

Membership in the Association is open, at any time, to individuals, families, associations, corporations, government departments or agencies, societies, partnerships, businesses, estates or other legal entities directly or indirectly engaged in, or supportive of the goals and objectives of the Association.

**3.3 Membership - Voting**

Membership in the Association is open, at any time, to individuals, families, associations, corporations, government departments or agencies, societies, partnerships, businesses, estates or other legal entities who are residents and/or ratepayers of the Municipality, directly or indirectly engaged in, or supportive of the goals and objectives of the Association.

**3.4** At any meeting, annual or general of the members of the Association, the Directors shall confirm any new members in the Association, providing that such members have subscribed to the Association and undertaken to be governed by the By-Laws of the Association.

**3.5** Members may resign by resignation, in writing, which shall be effective upon acceptance thereof by the Board of Directors. Members may be required to resign where, in the views of the Board of Directors, the activities of the member violate the goals and objectives of the Association.

**3.6** Membership in the Association shall become effective from the date the subscription is received by the Secretary of the Association until the end of the fiscal year in which the subscription was made or as otherwise provided for in the By-Laws.

**3.7** Non-voting Members shall be entitled to - -

- (I) Notice of and to attend at all general and annual meetings of the members of the Association.
- (II) Shall be entitled to sit as a member of any of the Committees or sub-Committees of the Association.

**3.8** Voting Members shall be entitled to - -

- (I) Notice of and to attend at all general and annual meetings of the members of the Association.
- (II) Shall be entitled to sit as a member of any of the Committees or sub-Committees of the Association.
- (III) Hold any position on the Board of Directors of the Association

and/or to hold any position of officer or committee members of the Association in accordance with the By-Laws.

- (IV) One (1) vote on each question arising at any annual or general meeting of the members of the Association and may vote by proxy.

### **3.9 Representation of Member Groups**

Each member group in good standing shall be entitled to one (1) individual representative, as long as that individual is not also a member of the Association in their own right, at any annual or general meeting of the members of the Association. Notwithstanding any provisions to the contrary in the By-Laws, the representative of that member group of the Association shall be the member eligible to hold any position on the Board of Directors of the Association and/or any position of officer or committee member of the Association.

## **4.0 Board of Directors - -**

### **4.1 Number of Directors**

The affairs of the Association shall be managed by its Board of Directors. Until changed by amendment to this By-Law as defined by the Constitution of the Association, the number of directors shall be no less than ten (10) and no more than sixteen (16). The Board of Directors shall consist of, at least - -

- (1) Chairperson
- (1) Past Chairperson
- (1) Secretary
- (1) Treasurer (Or (1) Secretary-Treasurer)
- (12 or 13) Nominees (from the community-at-large or representatives of various community organizations, associations, or businesses.)

### **4.2 Community Representation on Board of Directors**

The Nominating Committee for the election of members of the Board of Directors shall strive to ensure that best representation of the community to include one (1) Federal Government representative (i.e. Parks Canada), one (1) Provincial Government representative (i.e. Ministry of Natural Resources, Ontario Parks), one (1) Municipal Government representative or appointee (i.e. Council), one (1) Aboriginal representative, two (2) representatives of local education (i.e. primary, secondary), one (1) representative from each - commerce (i.e. retail); tourism; property owners; agriculture (i.e. farming, etc.); light industry (i.e. construction, etc.); resource extraction (i.e. fisheries, forestry, quarries,); sportsmen and health care. The Nominating Committee will endeavour to complete the Board of Directors from the voting membership at large.

### **4.3 Quorum**

Until changed by amendment to this By-Law at an AGM of the membership of the Association, a majority of the elected Board of Directors shall constitute a quorum.

### **4.4 Qualifications**

No person shall be qualified as a Director unless he/she is a member in good standing, is eighteen (18) or more years of age and has no undischarged bankruptcy.

### **4.5 Election**

The Directors of the Association shall be elected by a majority vote at the Annual Meeting of the Association in the year in which their term of office expires. No person shall stand as a candidate for the Board of Directors in the year

immediately following his completion of two consecutive terms on the Board of Directors.

**4.6 Term of Office**

The term of office of the duly elected Board of Directors shall be divided into two (2) groups composed of half of the number of Directors elected. The first group of Directors elected at the first Annual Meeting following the adoption of these by-laws, shall hold office for a period of one (1) year. The second group of Directors duly elected at the same meeting shall hold office for two (2) years. The term of office for each group duly elected at subsequent Annual Meetings shall be for two (2) years. The eligible members of the Association may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of the Board of Directors, remove any Director before expiration of his term of office, and may, by a majority of votes cast at that meeting, elect any person in his stead for the remainder of his term.

**4.7 Vacancies**

Vacancies on the Board of Directors, however caused, may so long as the quorum of Directors remains in office, be filled by the Directors from among the qualified members of the Association, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected; but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy(s).

**4.8 Termination/Removal of a Director**

The members may, by resolution passed at a Special Meeting of members called for this purpose, remove any Director, if just cause can be proven, before the expiration of his term of office and may appoint any person in his stead for the remainder of his term.

**5.0 Executive officers\_ - -**

**5.1 Executive Committee**

The Association shall have an Executive Committee consisting of the following Officers - Past-Chair, Chair and Vice-Chair, Secretary and Treasurer or Secretary/Treasurer and one (1) other Member-At-Large. The Member-At-Large position may be filled by the Board of Directors from among its members.

**5.2 Powers of the Executive Committee**

Between meetings of the Board, the Executive Committee shall possess and may exercise, subject to any regulations or directions which the Board may from time-to-time impose, all the powers of the Board in the management and direction of the affairs and business of the Association in such manner as the Executive Committee shall deem best for the interests of the Association in all cases in which specific direction has not been given by the Board.

**5.3 Past-Chair**

The Past Chair shall be a Director and shall be entitled to vote at all meetings of Directors. Unless otherwise determined by resolution of the Board, the office of Past-Chair shall be automatically filled, immediately after any election of a new Chair, by the person who held the office of Chair immediately preceding such election. The term of such office shall be until the next Chair is elected.

**5.4 Election for Executive Officers**

The Past-Chair will chair the meeting of the Board of Directors immediately following the Annual General Meeting at which the new Board is elected. The new

Board shall put forward nominations for and elect the Officers for the positions of Chair, Vice-Chair, Secretary, Treasurer or Secretary/Treasurer and Member-at-Large. The appointments shall be announced, in writing, to the membership immediately following the decision.

**5.5 Quorum for Executive Committee**

A majority of the members of the Executive Committee present shall constitute a quorum.

**5.6 Termination/Removal of an Executive Officer**

The members may, by resolution passed at a Special Meeting of members called for the purpose, remove any Executive Officer, if cause can be proven, before the expiration of his term of office and may elect any person in his stead for the remainder of his term.

**6.0 Responsibilities - -**

**6.1 Chairperson**

The Chairperson shall be responsible for the general management and direction, subject to the authority of the Board, of the organization and transaction of the affairs of the Association and shall, when present, preside at all meetings of the members of the Association and of the Board. The Chairperson shall chair the Finance Committee and shall have such other powers and duties as the Board may prescribe.

**6.2 Vice-Chairperson**

During the absence or disability of the Chairperson, his or her duties shall be performed and his powers shall be exercised by the Vice-Chairperson. A Vice-Chairperson shall have such other powers and duties as the Board or the Chairperson may prescribe.

**6.3 Secretary**

The Secretary shall attend and be the Secretary of all meetings of members and Directors and shall enter or cause to be entered in books kept for that purpose Minutes of all proceedings thereat, he shall give or cause to be given, as and when duly instructed, all notices to members and Directors, he shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association except when some other Officer or agent has been appointed by the Board for that purpose. The Secretary shall scrutinize votes at all meetings of the Association and shall be responsible for recording, in the Minutes, a record of all votes polled.

**6.4 Treasurer**

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association, he shall render to the Board whenever required an account of his transactions as Treasurer and of the financial position of the Association; and he shall perform such other duties as the Board or the Chairperson may prescribe. The Treasurer will be a member of the Finance Committee.

**6.5 Member-at-Large**

One (1) member-at-large shall be selected from the Board of Directors each year to sit on the Executive Committee. The Member-at-Large shall be responsible to attend all meetings of the Executive Committee and shall have such other powers and duties as the Board or the Chairperson may prescribe.

**7.0 Other Staff/Employees - -**

**7.1** The Board shall appoint such other staff and/or employees as the Board may,

from time-to-time, deem necessary to achieve the objectives of the Association. Such staff and/or employees so appointed shall not be Directors of the Association.

## **7.2 Variation of Duties**

From time-to-time, the Board may vary, add to or limit the powers and duties of any Officer, employee or other member of staff of the Association.

## **8.0 Committees - -**

### **8.1 Committees**

The Board may, from time-to-time, appoint such committee(s) and sub-Committee(s) from the membership as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. The appointed Chair of any Committee(s) or sub-Committee(s) established by the Board of Directors shall be a voting member and shall be responsible for determining the membership of such Committee or sub-Committee. Any such Committee(s) or sub-Committees may formulate its own rules of procedure, subject to such policies or directions as the Board may from time-to-time make. The Board may remove any member of any Committee or sub-Committee and may set remuneration for any member as it deems appropriate.

### **8.2 Finance Committee**

The Board shall appoint a Finance Committee for the purpose of fiscal management and such Committee shall have the power to prepare budgets, source funding, fund raise, etc. The Committee shall formulate its own rules of procedure, subject to such policies or directions as the Board may from time-to-time make. The Committee shall consist of the Chairperson, Treasurer and three (3) other members of the Board of Directors.

### **8.3 Nominating Committee**

Prior to the AGM , the Chair shall designate a member of the Board of Directors to Chair and establish a Nominating Committee to report to the AGM for annual elections for the Board of Directors, in accordance with **Section (111), Sub-Section (1111).**

## **9.0 Partners - -**

### **9.1 Partners**

From time-to-time, the Board of Directors, shall identify any related organizations as support/resource representatives for the purpose of achieving the Association's objectives and goals; and these non-voting representatives shall be entitled to attend all general, special or annual meetings of the Association.

## **10.0 Meetings - -**

### **10.1 Board of Director Meetings**

Regular meetings of the Board of Directors shall be held each month with sufficient notice. All regular meetings of the Association shall be open to the public.

### **10.2 Place of Board of Directors Meetings**

The regular meetings of the Bruce Peninsula Biosphere Association Board of Directors shall be held in the Head Office of the Association or at such place or places within the Municipality of Northern Bruce Peninsula as the Chair may from time-to-time determine.

### **10.3 Frequency and Timing of Board of Director Meetings**

Regular meetings shall be held each month. A schedule of such meetings will be presented to the Directors by the Secretary at the first regular meeting of the Association following the election of Officers each year.

**10.4 Executive Committee Meetings**

Meetings of the Executive Committee of the Association shall be held at a place and time and as determined by the Chair as necessary for the management of the affairs of the Association.

**10.5 Ad Hoc/Committee Meetings**

Ad Hoc and Committee meetings shall be held at a place and time determined by the respective Chair of such committees and at a frequency deemed necessary for the completion of the tasks assigned.

**10.6 Chair of Board of Director and Annual General Meetings**

The Chairperson or, in his absence, the Vice-Chairperson who is a Director shall be Chair of such meetings, and if no such Officer be present, the Directors present shall choose one of their number to be Chair.

**10.7 Quorum**

At any meeting of members of the Association, with the exception of the Board of Directors, a majority of the members of that group present shall constitute a quorum.

**10.8 Persons Entitled to be Present**

Persons entitled to attend any meeting of the Association shall be those entitled to vote thereat, the auditor of the Association and others who, although not entitled to vote, are entitled or required to be present at the meeting or who are admitted on the invitation of the Chairperson of the meeting or with the consent of the meeting.

**10.9 Proxies**

At any Annual General Meeting of the members of the Association, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing and shall be acted on only if, at least 2 hours prior to the time of voting, it is deposited with the Secretary of the Association or the Secretary of the meeting or as may be directed in the notice calling the meeting.

**10.10 Show of Hands**

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not so carried and an entry to that effect in the Minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon and said question.

**10.11 Polls**

After a show of hands has been taken on a question, the Chairperson may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person or represented by a duly appointed proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question and the Secretary of the Association shall be responsible for recording such polls.

**11.0 Conflict resolution - -**

**11.1 Conflicts**

All conflicts shall be arbitrated by the Executive Officers and the matter may be brought to the attention of the Board of Directors. Such matters shall be considered to have been handled "in-camera" and decisions and resolutions so made shall be kept in confidence.

**12.0 Amendment to By-laws - -****12.1 Procedure**

The Board may, from time-to-time, amend the By-Laws of the Association at an Annual General Meeting or Special Meeting called for that purpose.

**12.2 Effective Date**

By-Laws are not effective until approved by the members. A By-Law or amendment has full force and effect from the time the motion approving it was passed at a Annual General Meeting or Special Meeting called for that purpose or such later date as may be specified in the motion.

**12.3 Confirmation by Members**

A By-Law or amendment to a By-Law passed by the Board shall be presented for confirmation at the next Annual General Meeting or Special Meeting called for that purpose. The notice of such meeting shall refer to the By-Law or amendment to be presented or provide a copy of the proposed amendment. Members may at the Annual General or Special Meeting confirm or reject or amend the By-Law or amendment as presented, if rejected it thereupon ceases to have effect, if amended, it takes affect as amended.

**12.4 Repeal**

All prior By-Laws, resolutions and other enactments of the Association inconsistent with this By-Law are hereby repealed.

**12.5 Exception**

The repeal of prior By-Laws, resolution or enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, resolution or enactment.

PASSED by the Board of Directors of the Association this \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary

PASSED by the Members of the Association at the Annual General Meeting

held on this \_\_\_\_ day of \_\_\_\_\_, 200\_\_ .

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary

# The Bruce Peninsula Biosphere Association

## By-Law #2

A By-Law relating to the financial affairs of The Bruce Peninsula Biosphere Association - -

### **1.0 Cheques, Draft and Notes**

**1.1** All cheques, bills or exchanges or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents of the Association, and in such manner as shall from time-to-time be determined by resolution of the Board of Directors and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers endorsed "For Collection" or "For Deposit" with the bank(s) of the Association by using the Association's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the it's bankers and may receive all paid cheques and vouchers and sign all the bank's forms for settlement of balance and release of verification slips.

### **2.0 Borrowing**

**2.1** The Directors may, from time-to-time, in accordance with Appendix B to the application for incorporation of the Bruce Peninsula Biosphere Association: - -  
(a) borrow money on the credit of the Association, or  
(b) issue, sell or pledge securities of the Association, or  
(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers franchises and undertakings to secure any securities or any moneys borrowed, or other debt, or any other obligation or liability of the Association.

**2.2** From time-to-time, the Directors may authorize any Director, Officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such agreements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

### **3.0 Funding**

**3.1** The Directors may, from time-to-time, make application to the Government of Canada, Province of Ontario, other public institutions or any other sources for such funds, goods or services as may be available to further the objectives of the Association.

### **4.0 Donations, Bequests or Gifts**

4.1 The Directors shall provide for all private donations, gifts and bequests as may, from time-to-time, be received by the Association. All such assets shall be included in the assets of the Association and reported to the membership annually on the management of these funds and/or assets.

**5.0 Interest of Directors in Contracts**

5.1 In the ordinary course of the Association's operations contracts may be entered into, on behalf of the Association, by the Chairperson, Vice-Chair, Treasurer or by any person authorized by the Board. No Director, by reason of his office, shall be qualified to enter into a contract with the Association.

5.2 It shall be the duty of every Director or Officer of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association, to declare such interest to the extent, in such manner and in a timely fashion and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement. The Board will, therefore, determine what action is required.

**6.0 Auditor - -**

**6.1 Appointment and Remuneration**

The members shall at each spring Annual General Meeting appoint an auditor to audit the accounts of the Association and to hold office until the next Annual General Meeting. The remuneration of the auditor of the Association shall be fixed by the Board of Directors.

PASSED by the Board of Directors of the Corporation this \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

\_\_\_\_\_  
**Chairperson**

\_\_\_\_\_  
**Secretary**

PASSED by the Members of the Corporation at the Annual General Meeting held on this \_\_\_\_ day of \_\_\_\_\_, 200\_\_.

\_\_\_\_\_

\_\_\_\_\_

**Chairperson**

**Secretary**