

Bylaws for Rideau Environmental Action League

Head office located in the Town of Smiths Falls

Revised edition February 2019

BY-LAWS

1. General

1.01- Head Office

The Head Office of Rideau Environmental Action League (REAL) shall be in the Town of Smiths Falls, County of Lanark, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2. Board of Directors

2.01 Board of Directors

The affairs of REAL shall be managed by a board of a maximum number of 12 and a minimum number of 7 directors. A quorum of the directors will be the majority of the current directors. Any director participating in the meeting by phone or electronic device, shall be counted towards the quorum.

2.02 The Directors shall be elected by the Members..

Each director at the time of their election or within 10 days thereafter and throughout their term of office shall be a member of REAL . Directors will be elected for a two year term. Election of the Directors, selected from the voting Membership of the Corporation, shall take place at the Annual General Meeting.

2.03 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors until the next annual meeting,

otherwise such vacancy shall be filled at the next annual meeting. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

2.04 Committees

Committees may be established by the Board as follows:

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 excepting those powers set out in the Act that are not permitted to be delegated. Each committee shall report to the Board through a director.

Committees of the Board shall be for a two year term.

Each committee shall report to the Board through a director.

The following shall be the standing committees of REAL:

Communications (internal and external)

Membership and Volunteers

Finance and Fundraising

Executive Committee

The Executive Committee will be chaired by the President and consist of no less than two other Board members. Its purpose will be to ensure the viability and integrity of REAL through strategic planning and budgeting. The Executive is empowered to act in place of the Board on any issues that must be decided before the next scheduled board meeting, and such decisions must be reported at the next board meeting.

2.05 Remuneration of Directors

The directors shall receive no remuneration for carrying out the duties of such position, but may be reimbursed for reasonable expenses incurred in the performance of the duties of such position.

3. Meetings of Directors

3.01 Meetings Board of Directors

Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors.

3.02 Notice

Notice of such meetings shall be delivered, telephoned, emailed or faxed to each

director not less than three days before the meeting is to take place or mailed not less than three business days before. 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. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following REAL's annual meeting. The directors may consider or transact any business either special or general at any meeting of the Board.

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

3.03 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors Present shall choose one of their number to act as the Chair.

3.04 Voting

Each director has one vote.

Questions arising at any meeting of directors shall be decided by a simple majority of those directors present. In case of an equality of votes, the Chair, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President the Vice-President or such other director may perform their duties as the Board may from time to time appoint for the purpose.

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors is as valid as if it had been passed at a meeting of the directors or committee of directors.

3.05 Participation by telephone or other communications facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permit 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.

3.06 Minutes Board Meetings:

The minutes of meetings of the Board shall be available to the directors, each of whom shall received a copy of such minutes. Upon request, a copy of the minutes of any directors meeting shall be provided to any member of REAL. Other persons shall have no right to inspect or receive copies of the minutes without the approval of the Board.

3.07 Powers

The directors of REAL may administer the affairs of REAL in all things and make or cause to be made for REAL in its name any kind of contract which REAL may legally enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as REAL is by it's charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing,, the directors are expressly empowered, from time to time to purchase lease or otherwise acquire, alienate, sell,, exchange or otherwise dispose of lands, buildings, and other property, movable or immovable, real or personal or any right or interest therein owned by REAL, for such consideration and upon such terms and conditions as they may deem advisable

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of - the president, the vice president or the secretary. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof. (mandatory)

4. Financial

4.01 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors. Unless otherwise ordered by the Board of Directors, the fiscal year of REAL shall terminate on the 31st day of January in each year.

4.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the REAL, shall be signed by two officers or agents of REAL 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 and/or deposit on account of REAL through its bankers for the credit of REAL. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between REAL and REAL's bankers and may receive all paid cheques and vouchers and sign all the bank's forms

for settlement of balances and release or verification slips.

4.03 Borrowing

The directors may from time to time

- a) borrow money on the credit of REAL only to the extent required for current operating expenses; or
- b) charge, mortgage, hypothecation or pledge all or any of the real or personal property of REAL, including book debts, rights, powers, and undertakings, to secure any money borrowed, or other debt, or any other obligation or liability of REAL.

From time to time the directors may authorize any director, officer or employee of REAL 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 therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by REAL as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

4.04 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail at least 21 days prior to the annual meeting.

5. Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair / President and may appoint any other person to be vice president, secretary, and treasurer at its first meeting following the annual meeting of the Corporation. The same person may hold two or more offices of the Corporation with the exception of the President and vice president. The Board may appoint 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. All officers shall be appointed for one year and shall serve until they are replaced or re-appointed at the first meeting of the board following the annual general meeting.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03

Duties of the Chair

The Chair shall preside at meetings of the members of REAL and of the Board of Directors. In the Chair's absence the directors/ members present may choose one of their members to be the chair.

5.04 Duties of the President

The president provides leadership to the Board and ensures the integrity of the Board's process and represents the Board to outside parties. The President coordinates Board activities in fulfilling its governance responsibilities and facilitates cooperative relationships among directors and between Board and management, if any, of the corporation. The president ensures the Board discusses all matters relating to the Board's mandate. The President shall also be charged with the general management and supervision of the affairs and operations of REAL. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all bylaws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or other such director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall assist the President in the performance of his duties. It is the intention that the Vice-President shall assume the role of the President, and the President shall remain as the Immediate Past President on the Board as an advisor for the year following the conclusion of the term of office.-

5.05 Duties of the Secretary

The secretary shall attend all meetings of the Board and members and record all votes and minutes of all proceedings in the books kept for that purpose. The secretary shall give or cause all notices required to be given to members and to directors. The secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

5.06 Duties of the Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of REAL in the proper books of account and shall deposit or cause to deposit all moneys or other valuable effects in the name and to the credit of REAL in such banks as may from time to time be designated by the Board of Directors.

The treasurer shall disburse or cause to disburse the funds of REAL under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of REAL.

The treasurer will present to the members at the annual meeting as part of the annual report, the financial statement of the corporation together with the report of the auditor or of the person who has conducted the review engagement.

The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors

6 Conflict of Interest

6.01 Conflict of Interest

A director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act and not participate in discussion. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

6.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 7. Members

7.01 Membership

Any corporation, partnership, other legal entity, association or individual who supports the objects of the REAL may apply to the Board of Directors for membership and will be granted membership in accordance with the criteria set out by the Board of Directors for that category of membership. Membership shall be for the term of one year.

7.02 Termination of Membership

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 or By-laws.

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.

7.03 Membership Categories

The directors may define categories of membership, duration, criteria and associated fees. Such categories may include, but are not limited to: individual membership, family membership, student membership, honorary life membership, corporate membership, and reciprocal membership. Each of the above listed memberships would entitle the holder of that membership to notice of and one vote on any question to be decided at a meeting of the membership, unless otherwise specified.

A Family Membership includes common law and same sex couples with or without dependents living in the same household.

Student Memberships are open to any person pursuing their education full time.

Honorary Memberships are awarded to individuals from time to time at the discretion of

the Board of Directors to recognize their exemplary contributions to the organization or the environment. These members will not pay membership dues and their membership is for their lifetime.

Corporate Memberships may be any government department, agency or ministry, or any municipality, business, organization or group that supports the goals of REAL. The member organization will be responsible for designating a member who is entitled to vote on its behalf.

Associate Memberships may be any non-profit organization or group that supports the goals of REAL. The member organization will be responsible for designating a member who is entitled to vote on its behalf.

Reciprocal Members may be any organization or group that supports the goals of REAL and has awarded REAL a membership in their organization. There will be no membership fees exchanged. The member organization will be responsible for designating a member who is entitled to vote on its behalf.

7.04 Dues

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by majority vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary or Membership Chair shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 60 days of the date of such notice the members in default shall thereupon automatically cease to be members of REAL, but any such members may on payment of the current year's dues or fees be reinstated.

8. Annual and other meetings of Members

8.01 Meetings

The annual or any other general meeting of the members shall be held at the head office of REAL or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directions shall appoint.

Any Member upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditors report or review engagement report and other financial information required by the Bylaws and articles.

Every annual meeting shall include:

- a) Receipt of the agenda
- b) The report of the directors
- c) The financial report of the auditor or person who has been appointed to conduct a review engagement and the selection of the auditor or person to conduct a

- review engagement for the next fiscal year;
- d). consideration of the by-laws or amendments thereto, if required;
- e). consideration of any general or special business of REwAL;
- f). election of members to the Board

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

8.02 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of active board members whether present in person or by proxy. Members unable to attend an AGM or Membership meeting in person may send a written proxy vote. Proxies are to be in written form. The proxy forms and a reminder of the right to use proxies will be attached to the Notice of Meeting that goes out to all voting Members.

Every question shall be determined by a majority of votes unless otherwise specified in this by-law.

8.03 Special Meetings

The Board shall call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than 1/10th of the members for any purpose connected with the affairs of the corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

8.04 Notice of Members meetings

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

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 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 judgement on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy .

8.05 Voting - membership meetings

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.

- a) Each Member shall be entitled to one vote at any meeting. A family membership is entitled to one vote).
- 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 a manner as the chair may 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 favor or against the motion.

8.06 Adjournments

Any meetings of REAL or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

8.07 Persons Entitled to be Present

The chair can make a motion to welcome guests to attend a members meetings but only members will be able to vote.

Section 9 Notices

9.01 Services

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 shall be provided by telephone, delivered personally or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director using their latest contact information as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

9.02 Error or omission in notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of REAL shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meetings and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of REAL.

Section 10 Amendment of bylaws

10.01 The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the members present at a meeting duly called for the purpose of considering the said by-law.

10.02 Dissolution

In the event of dissolution or winding up, all its remaining assets after payment of its liabilities shall be distributed to a charitable organization with similar objects carrying on its work in Ontario.

February 18, 2019 - revised