

AMENDED BY-LAWS OF THE MONO MULMUR CITIZENS' COALITION

By-laws relating generally to the
conduct of the affairs of

MONO MULMUR CITIZENS' COALITION
(the "Corporation")

BY – LAW NO. 1

BE IT ENACTED as a by-law of the Corporation as follows:

INTERPRETATION

Definitions: In this by-law, unless the context otherwise requires:

- (a) "Act" means the *Corporations Act*, including amendments made thereto from time to time, and includes the regulations made pursuant thereto, including amendments made thereto from time to time, and every statute or regulation that may be substituted therefor;
- (b) "Board" means the board of directors of the Corporation;
- (c) "By-law" means any by-law of the Corporation as from time to time in force and effect;
- (d) "Director" means elected Board member;
- (e) "Letters patent" means the letters patent of incorporation of the Corporation under the Act as amended or restated from time to time;
- (f) "Member" any person(s) who have paid the annual membership fee for the given membership year;
- (g) All terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act save as specifically provided herein to the contrary.

1. AREA OF REPRESENTATION

The Corporation shall advocate for the residents of Mono and Mulmur and other municipalities as may be determined by the Board from time to time in the Province of Ontario in accordance with the established and published Vision and Mission statements of the Corporation.

2. ORGANIZATIONAL STRUCTURE

2.1. BOARD COMPOSITION: The business of the Corporation shall be conducted by a board elected by the members and composed of up to nine (9) directors who are members in good standing, or such other number of directors as may be determined from time to time by special resolution, such number not to be fewer than three (3).

2.2. AUTHORITY AND POWER: The Board of Directors shall administer the affairs of the Corporation. The affairs of the Corporation shall include but not be limited to, entering into legal contracts with third parties, setting membership fees, disbursing the funds of the Corporation for activities authorized by the bylaws and generally do all things on behalf of the Corporation that the Corporation by charter or otherwise is authorized to do.

2.3. TERM: Each Director shall be elected for a term of two (2) years. A Director shall be eligible for re-election to the board at the end of each term, provided that no Member of the Board may serve for more than three (3) consecutive terms (6 years in total). After a minimum of one (1) year's absence from the Board, such Person shall be eligible for re-election to the Board.

2.4. VACANCIES: So long as the Board satisfies the composition requirements as defined in paragraph 2.1, a vacancy on the Board may, if the Directors see fit to do so, be filled by invited members of the Corporation, to be presented to and voted on by the Board, or may otherwise be filled with the presentation of the slate of Directors at the next annual meeting of the members.

2.5. RESIGNATION: Members may resign at any time upon giving written notification of their resignation to the President of the Corporation, which resignation shall become effective immediately upon receipt. If a Member resigns or is removed from Membership in the Corporation and holds a position of either a Director or Officer of the Corporation, that Member shall be deemed to have immediately resigned from his or her position as either or both a Director and Officer of the Corporation.

2.6. REMOVAL OF A DIRECTOR: So long as the Board satisfies the composition requirements as defined in paragraph 2.1, in the event of the following:

2.6.1. The member is persistently disruptive of proceedings at board meetings;

2.6.2. The member is disrespectful of other board members at such meetings;

2.6.3. The member behaves in a manner contrary to the norms and values of the

corporation,

members of the Board may, by vote at a duly called board meeting, remove such person both as a director and member, and upon the passing of a resolution to that effect by 75% of the directors present, the director shall be removed as a director and as a member.

2.7. QUORUM: A quorum for the transaction of business at any meeting of the Board of Directors unless specified elsewhere in these bylaws to be different, shall be a majority of the elected Directors.

3. MEETINGS

3.1. NOTICE: of Board meetings, along with the meeting agenda, shall be delivered, mailed, sent by electronic means or telephoned to each Director not less than two (2) days before the meeting is to take place.

3.2. REGULAR MEETINGS: of the Board are usually held monthly OR at the call of the chair OR by request of any Board member with place and time named.

3.3. VOTING: Questions arising at any meeting of the Board shall be decided by a majority vote. In the event of a tie, the motion will not be carried. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairperson or requested by any director. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number and proportion of votes recorded in favour of or against the resolution.

3.1. REMUNERATION OF DIRECTORS: The directors of the Corporation shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such. However, a director may be reimbursed for reasonable expenses incurred by the director in the performance of his director's duties.

3.2. INDEMNITIES: The Corporation shall carry Management Liability Insurance. Every director and officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against,

3.2.1. All costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, her or it in or about the execution of the duties of his, her or its office; and

3.2.2. All other costs, charges and expenses which he, she or it sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his, her or its own willful neglect or default

- 3.3. TELEPHONE PARTICIPATION: If the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.
- 3.4. RESOLUTION IN LIEU OF A MEETING: A resolution in writing, signed, whether in original signature or by electronic means, by a quorum of directors entitled to vote on that resolution at a meeting, is as valid as if it had been passed at a meeting of directors.
- 3.5. REQUEST FOR DELEGATION: Any person or member may request to make a delegation to the Board in advance of any Board meeting. Requests must be made in writing to any Board Director outlining the reason for delegation. Confirmation of the delegation being added to a Board meeting agenda will be determined by a vote of the Board.

4. OFFICERS

- 4.1. Officers the Board of Directors shall appoint a President and Secretary from among its number and may appoint a Treasurer, a Vice President and such other officers as the Board may determine from time to time. All officers so appointed are required to be directors. A person, except the President, may hold more than one office.
- 4.2. President The President shall, when present, preside as the Chairperson at all meetings of the Board and the Executive Committee (if one is appointed.) In the absence of the President, the duties of that office may be performed by the Vice President or such other officer or director as the board may appoint during the President's absence.
- 4.3. Vice-President During the absence or inability to act of the President, his or her duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers during the absence or inability to act of the President, the Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any)
- 4.4. Secretary The Secretary shall be ex-officio clerk of the Board or Executive Committee (if any) and shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to directors. He or she shall ensure all books; papers, records, correspondence and documents belonging to the Corporation are held and stored in a safe place.
- 4.5. Treasurer The 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 the bank or banks from time to time designated by the Board or Executive Committee (if any). He or she shall disburse the funds of the Corporation under the direction of the Board or Executive Committee (if any), taking proper vouchers therefore and shall render to the

Board or Executive Committee (if any), whenever required of him or her, an account of all his or her transactions as Treasurer and of the financial position of the Corporation.

- 4.6. Other Officers and Agents The Board may appoint, and at its pleasure, remove an Executive Director and any such other officers and agents (with such titles as the Board may prescribe from time to time) as it considers necessary and all such officers and agents shall have the authority and perform the duties as the terms of their engagement call for or as from time to time prescribed by the Board.

5. EXECUTIVE COMMITTEE

The board may appoint an Executive Committee comprising not less than three persons, appointed from the officers of the corporation. Each member of the committee shall serve at the pleasure of the board but in any event only so long as the officer remains a director. In the intervals between board meetings the Executive Committee, if one is established, may, at the pleasure of the Board, manage the affairs of the corporation, including but not limited to, setting the agenda for board meetings, liaising with committees, receiving and answering correspondence, and identifying new business for the board. The Executive Committee will determine its own procedure.

6. COMMITTEES

The Board of Directors may from time to time create committees whose members shall hold office at the pleasure of the board. A committee established hereby shall determine its own governance, including its rules of procedure and general activities, provided they are not in conflict with the terms initially described by the board. The Chair of the committee shall regularly report to the board of directors.

7. MEMBERSHIP

- 7.1. Any person(s) who has paid the annual dues of the corporation as established from time to time may become a member of the corporation.
- 7.2. There shall be one class of member to be known as Member.
- 7.3. The corporation may from time to time permit a representative of another association that has a similar mandate and is engaged in community activism, to become a member of the corporation without charge provided that member shall not have the right to vote or to become a director.
- 7.4. Any member may be expelled from the corporation by a two thirds (2/3) vote of ordinary members taken by ballot at the Annual General Meeting or at a special meeting. The member being considered for expulsion shall have the right to address the meeting.

8. MEETINGS

8.1. **Annual General Meeting:**

8.1.1. The annual general meeting of the corporation shall be held each year within Ontario at a time to be determined by the Board and following the fiscal year end. There shall be at least 15 days before the sending of notice of meeting and the meeting.

8.1.2. The annual general meeting shall receive reports and statements required by the Business Corporations Act to be read at the meeting and placed before the membership; elect such directors as are required to be elected at such annual general meeting; and transact all other business properly brought before the meeting. Notice may be sent by ordinary mail or to the email of the member on file with the corporation.

8.2. **Special Meeting:** The board may at any time call a special meeting of members to transact the business described in the notice of meeting sent to corporation members at least 15 days before the date scheduled for the meeting. A special meeting may also be called by members in accordance with the provisions of the Business Corporations Act.

8.3. The Annual General Meeting and any Special Meeting shall be chaired by the President of the corporation or his/her designate.

8.4. A quorum for the Annual General Meeting or any Special Meeting shall be a majority of 50% plus one of the members in attendance and represented by proxy at such meetings.

8.5. Votes at meetings shall be cast by those present or as represented by proxy. A majority for voting purposes shall consist of a majority of 50% plus one of those present at the meeting and represented by proxy. In the event of a tie, the motion will not be carried.

8.6. **Voting for new board members:** After thorough consideration and reflection, bearing in mind always the nature of the activities of MC2, the incumbent board shall prepare a slate of directors to be offered before the Annual General Meeting for election. The board may invite members of the corporation or other community members who intend to join the corporation to become eligible for election, to submit their names to be a director 30 days prior to the notice of meeting for the AGM and such names will be considered by the board prior to the preparation of the slate of directors. Voting shall consist of a single nominator and seconder for the slate of Directors presented at the AGM. Voting shall be done by a show of hands. A majority shall be at least 50% plus one of those in attendance and represented by proxy.

8.7. Members may appoint a proxy to vote in their place and stead at meetings. Voting at meetings shall be by a show of hands.

8.8. Resolution in Lieu of Meeting: A resolution in writing signed by all members of the corporation eligible to vote on that resolution at a meeting is as valid.

9. EXECUTION OF DOCUMENTS

9.1. All financial instruments and legal documents including but not limited to cheques, drafts and documents that bind the Corporation shall be signed by at least two of the three registered signing officers.

9.2. Books and records: The corporation shall maintain those books and records required by its bylaws or by the Business Corporations Act.

10. BANKING ARRANGEMENTS

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

10.1. Operate the Corporation's accounts with the banker;

10.2. Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, drafts, acceptances, bills of exchange and orders for the payment of money;

10.3. Issue receipts for and orders relating to any property of the Corporation;

10.4. Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

10.5. Authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

11. FINANCIAL YEAR

The financial year of the corporation shall end on the 30th day of June in each year.

12. NOTICE

Any notice required to be given under these bylaws to any member of the corporation may be given by personal delivery, by email or facsimile, or by prepaid ordinary mail to the latest address shown on record. If no address is shown or the address has changed the corporation shall be relieved of any liability for failure of a notice to be received by a member. Notice may be waived in writing.

13. AMENDMENTS. ETC.

This bylaw may be amended in accordance with the provisions of the Business Corporations Act. All amendments will be submitted for approval at the AGM and subsequently signed by all signing officers of the Corporation.

14. EFFECTIVE DATE

14.1. This by shall come into force upon its execution by the board of directors and after confirmation by members at the Annual General Meeting.

Enacted as Bylaw No. 1 by the Directors of the Mono Mulmur Citizens Coalition on the _____ day of September 2016.

President: _____

Secretary: _____

Vice President: _____

Treasurer: _____