

## BY-LAW NO 1

A by-law relating generally to the transaction of the affairs of RIDEAU ENVIRONMENTAL ACTION LEAGUE (REAL)

BE IT ENACTED as a by-law of Rideau Environmental Action League as follows:

### HEAD OFFICE

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

### BOARD OF DIRECTORS

2. The affairs of REAL shall be managed by a board of seven directors of whom four shall constitute a quorum.

Each director at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the REAL. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is demanded by any member.

### VACANCIES, BOARD OF DIRECTORS

3. The office of a director will be vacated before the expiration of his term of office upon:

- a. The director resigning the office by delivering a written resignation to the Secretary or President of REAL.
- b. The resolution of the Board if the director has been absent without reasonable cause and notice from three consecutive meetings of the Board
- c. A resolution that the director be removed from office being approved by two thirds of the members present at a meeting of the members
- d. The director being found by a court to be of unsound mind
- e. The death of the director.

Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of REAL, 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. 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.

### MEETINGS, BOARD OF DIRECTORS

4. 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.

### NOTICE OF MEETINGS, BOARD OF DIRECTORS

5. Notice of such meetings shall be delivered, telephoned, emailed or faxed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. 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.

#### VOTING, BOARD OF DIRECTORS

6. 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 his 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.

#### POWERS

7. The directors of the 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 lawfully 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 its 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.

#### MINUTES, BOARD MEETINGS

8. 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.

#### REMUNERATION OF DIRECTORS

9. 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.

#### CONFLICT OF INTEREST

10. A director or officer who is in any way, directly or indirectly, interested in a contract or a proposed contract with REAL shall make the disclosure required by the Corporations Act of Ontario and, except as provided by the Corporations Act of Ontario, no such director or officer shall vote on any resolution to approve any such contract.

#### OFFICERS OF REAL

11. There shall be a President, Vice-President, an Immediate Past President where appropriate, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of

Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The office of the Immediate Past President, President, and Vice-President shall be for one year. All officers shall be appointed for one year and shall serve until they are replaced or reappointed at the first board meeting following the Annual General Meeting.

The duties of all other officers of REAL shall be such as the terms of their engagement call for or the Board of Directors requires of them.

#### MINUTES AND RECORDS

12. The directors shall see that all necessary books and records of REAL required by the by-laws of REAL or by any applicable statute or law are regularly and properly kept.

#### DUTIES OF PRESIDENT AND VICE-PRESIDENT

13. The President shall, when present, preside at all meetings of the members of REAL and of the Board of Directors. 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 by-laws 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.

#### DUTIES OF SECRETARY

14. 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. He shall give or cause all notices required to be given to members and to directors. He shall perform such other duties as may from time to time be determined by the Board of Directors or its Chair.

#### DUTIES OF TREASURER

15. 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.

He 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 of him, an account of all transactions as Treasurer, and of the financial position of REAL.

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

#### COMMITTEES

16. The following shall be the standing committees of REAL:

- Communications (internal and external)
- Membership and Volunteers
- Funding and Fundraising
- Executive

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.

The Corporation may create other committees by majority decision of the directors. Each committee shall report to the Board through a director.

#### SIGNATURES AND CERTIFICATION OF DOCUMENTS

17. Unless otherwise provided by resolution of the Board, all contracts, documents or other instruments requiring the signature of REAL shall be signed by either the President or Vice-President and by the Secretary and all contracts, documents or and other instruments so signed shall be binding upon REAL with no further authorization or formality. The Board may appoint one or more officers, Directors or employees to sign specific contracts, documents, classes of documents, and other instruments on behalf of the corporation.

#### MEMBERSHIP

18. Any corporation, partnership, other legal entity, association or individual who supports the objects of the REAL may apply for membership to the Board of Directors 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.

A member may cease to be a member of REAL upon delivering his or her written resignation to the Secretary or Membership Chair, or upon a resolution that the member be removed being approved by two-thirds of the members present at a general or special meeting of the members.

#### 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.

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.

#### DUES

19. 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.

#### ANNUAL AND OTHER MEETINGS OF MEMBERS

20. 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.

Every annual meeting shall include:

- a. the report of the directors;
- b. the financial report of the auditor and the selection of the Accountant for the next fiscal year;
- c. consideration of the by-laws or amendments thereto, if required;
- d. consideration of any general or special business of REAL;
- e. 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.

At all meetings of members:

- a. the quorum shall be 7 people
- b. every question shall be determined by a majority of votes unless otherwise specified in this by-law
- c. there shall be no voting by proxy or otherwise of members not in attendance

#### VOTING, MEMBERSHIP MEETINGS

21. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, unless a poll be demanded. A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of REAL in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

#### NOTICE OF MEMBERS MEETINGS

22. 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. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, telephone, email or fax, ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of REAL are present thereat, and at such meeting any business may be transacted which REAL may transact at annual or general meetings may transact.

#### 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.

#### ADJOURNMENTS

23. 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.

#### FINANCIAL YEAR

24. Unless otherwise ordered by the Board of Directors, the fiscal year of REAL shall terminate on the 31<sup>st</sup> day of January in each year.

#### CHEQUES ETC.

25. 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.

#### NOTICE, METHODS

26. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Corporations Act of Ontario, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address, electronic address, telephoned, or if mailed to him at his recorded address.

A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

#### BORROWING

27. 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, hypothecate 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.

#### AMENDMENT OF BY-LAWS

28. 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.

#### DISSOLUTION

29. 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.

#### INTERPRETATION

30. In these by-laws and in all other by-laws of REAL hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by the Members of REAL this 13th day of November, 2006.