

Friends of Lake Superior Park

The Friends of Lake Superior Park (charitable registration number 891321143), incorporated on April 1, 1994, sets forth its Constitution and Bylaws. The affairs of the Corporation shall be run in accordance with the bylaws, resolutions, operating policies, and rules and regulations as administered by the Board of Directors.

Constitution

1. Name

The legal name of this organization is *Friends of Lake Superior Park* and in this document hereinafter referred to as the Corporation.

2. Objectives

To further the public's awareness, education, and understanding of the geological, historical/archaeological and biological resources of Lake Superior Provincial Park by:

- a) Undertaking specific projects and initiatives such as the production and distribution of educational/interpretive publications, maps, audio-visual materials and other appropriate items related to Lake Superior Provincial Park;
- b) Encouraging and supporting further research of Lake Superior Provincial Park's natural and historical resources with a view to disseminate this information to the public;
- c) Supplementing and enhancing existing park educational/interpretive and recreational programs; and
- d) Stimulating community interest and understanding of Lake Superior Provincial Park to help ensure the protection of its natural and historical resources.

3. Head Office

The head office of the Corporation is the Red Rock Park Office in Lake Superior Provincial Park, in Tiernan Township, Algoma District, Ontario.

4. Area of Operation

The operation of the Corporation shall focus on Lake Superior Provincial Park but nothing herein shall delimit the area in which members may seek to achieve their purposes.

5. Revision of Constitution

The constitution may be amended upon the recommendation of two-thirds majority of the Board of Directors and a majority of voting members present at the Annual General Meeting.

6. Seal

Seen below is the corporate seal of the Corporation.



Constitution passed on August 30, 2020.

Chairperson

Vice-Chairperson

Bylaw 2020-1

A bylaw relating generally to the transactions of the affairs of the Friends of Lake Superior:

BOARD OF DIRECTORS

1. Composition

- 1.1 The affairs of the Corporation shall be managed by a board of 6 to 9 Directors, each of whom should be a Canadian resident.
- 1.2 At the time of their election and throughout their term of office, each Director shall be a member in good standing of the Corporation.
- 1.3 As per the agreement with Ontario Parks, no representative of Ontario Parks may serve as a Director in any capacity whatsoever.
- 1.4 No more than two members of the same immediate family may serve as board members at one time.
- 1.5 Directors shall be at least 18 years of age.
- 1.6 Directors must be deemed competent persons.
- 1.7 Directors may not be undischarged bankrupt persons.

2. Election

- 2.1 The Directors of the Corporation shall be elected by a majority vote at the Annual General Meeting for a term of office in accordance with Section 3.
- 2.2 There shall be a nomination process for members in good standing who wish to stand for election as a Director. Prospective Directors shall submit a written expression of interest no less than 2 weeks prior to the Annual General Meeting, for consideration by the current Board of Directors. If the nomination is accepted by the majority of the current Directors, the prospective Director may stand for election at the Annual General Meeting.

3. Term of office

- 3.1 The term of office of each group of Directors elected at an Annual General Meeting shall be: 3 years for Officers (Chairperson, Vice-Chairperson, Secretary, Treasurer) and 2 years for other Directors.
- 3.2 No person shall stand as a candidate for the Board of Directors in the year immediately following completion of two consecutive terms on the Board of Directors unless a vacancy cannot be filled, in which case, the Director may stand for election for an additional term.

4. Resignation and removal

- 4.1 Directors may resign from the Board of Directors by notice in writing, which shall be effective upon acceptance by the Chairperson.
- 4.2 While allowing for consideration of extenuating circumstances, if a Director fails to attend, without reason, at least half of the in-person board meetings during the year or fails to respond to meeting notices for 2 consecutive in-person board meetings, the Director shall be deemed to have resigned. The Chairperson of the Corporation shall see that such a Director is notified of this presumption of the Board.
- 4.3 The Board of Directors may, by resolution approved by at least 4 Directors and ratified by half of the votes cast at a general meeting, remove a Director from office before the expiration of their term. The resolution, accompanied by an explanation for the Board's request, shall be included in the notice of the meeting called. The removal of the Director shall be effective from the date of ratification, shall be in effect for one calendar year from that date, and shall not be subject to appeal. The members of the Corporation may, by a majority of votes cast at the same or another meeting, elect a replacement person to the Board for the remainder of the unfilled term.
- 4.4 In the case of either resignation or removal, a Director shall remain liable for payment of any assessment or other sum levied or which became payable by the Director to the Corporation prior to the resignation or removal.

5. Vacancies

As long as there is a quorum of Directors, the Board may, by appointment, fill any vacancy that may arise from time to time between Annual General Meetings. If there is not a quorum of Directors, the remaining Directors shall immediately call a general meeting of the members to fill any vacancies. Directors filled between Annual General Meetings must stand for re-election at the next Annual General Meeting.

6. Quorum and meetings

- 6.1 A majority of the number of Directors shall form a quorum for the transaction of business.
- 6.2 Notice of Board Meetings shall be delivered electronically to each Director and to the Superintendent not less than 10 days before the meeting is to take place, except in the case of an emergency meeting when at least 24 hours of notice will be given.
- 6.3 Meetings may be held and decisions made electronically (e.g., email, web conference) or by phone if deemed necessary by the Chairperson, and if all the Directors of the corporation consent.
- 6.4 No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings of a meeting.

7. Voting

In the case of an equality of votes on any resolution at a meeting of the Board of Directors, the Chairperson shall have the right to cast a deciding vote. The Chairperson does not vote under any other circumstances. All votes at Directors' meetings shall be taken by a show of hands unless a ballot be requested by any Director present.

8. Resolution in lieu of meetings

A resolution in writing signed by all the Directors entitled to vote on a resolution at a meeting of Directors or committee of Directors is as valid as if it had been passed at a meeting of Directors and a written record of such resolutions shall be kept with the minutes of the proceedings.

9. Officers of the Corporation

The executive shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, as well as such other Officers as the Board of Directors may determine by bylaw from time to time. The Chairperson and Vice-Chairperson may not hold more than one office. The Officers shall be elected from among their numbers by the Board of Directors at the Annual General Meeting.

10. Duties of Chairperson, Vice-Chairperson

The Chairperson may facilitate at meetings of the members of the Corporation and of the Board of Directors. The Chairperson shall also be charged with the general management and supervision of the affairs and operations of the Corporation. In the case of the absence or inability of the Chairperson, these duties and powers may be exercised by the Vice-Chairperson, or such other Director as the Board may from time to time appoint for the purpose. The Chairperson and Vice-Chairperson shall sign all bylaws. The Chairperson and Vice-Chairperson shall have such other powers and duties as may from time to time be assigned to them by the Board of Directors.

11. Duties of Treasurer

The Treasurer shall keep full and accurate records of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation 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 and whenever

required of them, an account of all transactions as Treasurer, and of the financial position of the Corporation. They shall be the custodian of all financial books, records, contracts, and other financial documents belonging to the Corporation. They shall also perform such other duties as may from time to time be determined by the Board of Directors.

12. Duties of Secretary

The Secretary shall be the clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all motions, facts, and minutes of all proceedings in the books kept for this purpose. They shall deliver such documents when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution. They shall perform such other duties as may from time to time be determined by the Board of Directors.

13. Committees

The Board of Directors may from time to time as deemed necessary appoint committees consisting of such numbers of Directors, members or volunteers as may be deemed desirable and may prescribe their duties. Any committee so appointed may meet for the transaction of business, adjourn, and otherwise regulate its meeting as it thinks fit. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the Chairperson of the meeting shall have a vote. Committee Chairpersons shall keep minutes of all the meetings of the Committee and ensure that those minutes are filed online (e.g., Google Drive) and/or with the Secretary. Any decisions made by committees shall be subject to ratification by the Directors at the next meeting.

14. Powers

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation any contract which the Corporation may lawfully enter into and may exercise all such other powers as the Corporation is, by its charter or otherwise, authorized to exercise and do.

15. Remuneration

The Directors shall receive no remuneration for acting as such, other than reimbursement for reasonable expenses incurred in the performance of Board duties. Such claims shall be tabled as part of a financial motion and passed by the Board to cover the dispersal of Corporation funds.

16. Protection of Board of Directors

16.1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of funds of the Corporation, from and against:

16.1.1 All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or about the execution of the duties of their office or in respect of any such liability;

16.1.2 All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

16.2 No director or officer or other appointee for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or appointee or for joining in any receipt or act of conformity of, for:

16.2.1 Any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation;

16.2.2 The insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

16.2.3 Any loss or damage arising from the bankruptcy, insolvency or tortious act of any persons, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;

16.2.4 Any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wilful act or their own wilful default.

17. Execution of documents

17.1 Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the Chairperson or Vice-Chairperson together with the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

17.2 Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

17.3 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Chairperson and Vice-Chairperson, Treasurer or by any

person authorized by the Board.

17.4 The Board of Directors may from time to time determine which contracts are deemed to be in the ordinary course of corporate operations for the purpose of this clause.

17.5 The Chairperson, Vice-Chairperson, Secretary, Treasurer, other Director, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

18. Books and records

The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law or Agreements with Ontario Parks are regularly and properly kept.

MEMBERS

19. Membership and membership fees

19.1 The membership shall consist of the Directors as well as other individuals and such corporations, partnerships or other legal entities as are admitted as members by the Board of Directors.

19.2 Board members must be members in good standing of the Corporation.

19.3 Membership can be free or a fee can be made payable by all members as shall from time to time be fixed and categorized by a majority vote of the Board of Directors, which shall become effective only when confirmed by a vote of the members at an Annual General Meeting or other general meeting of the members.

19.4 Membership is valid for one calendar year.

20. Annual General Meeting and other meetings of members

20.1 The Annual General Meeting of the members shall be held at Lake Superior Provincial Park, elsewhere in Ontario or electronically within 15 months of the previous Annual General Meeting.

20.2 There shall be 10 days of notice provided to all official members of the Annual General Meeting.

- 20.3 The quorum for an Annual General Meeting shall be 10 official members. This can include up to 5 board members, as they are required to be members in good standing, with at least 5 general members required to be present.
- 20.4 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement, and the report of the auditors (if applicable) shall be presented; a Board of Directors elected; and auditors appointed (if deemed necessary) for the ensuing year and the remunerations of the auditors shall be fixed.
- 20.5 The Board of Directors or the Chairperson or Vice-Chairperson shall have the power to call at any time a general meeting of the members of the Corporation. 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 electronic means.
- 20.6 The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.

21. Voting of members

- 21.1 Each member in good standing 18 years of age or over shall be entitled to 1 vote on each question arising at any special, annual or general meeting of the members of the Corporation.
- 21.2 At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the bylaws of the Corporation, or by law.
- 21.3 Every question shall be decided in the first instance by a show of hands or poll (physical or electronic). Upon a show of hands, every member having voting rights shall have one vote and unless a poll be demanded, a declaration shall be made by the Chairperson that a resolution has been carried or not carried and an entry made to that effect in the minutes, without the need to document the proportion of votes in favour or against.
- 21.4 The demand for a poll (physical or electronic) may be withdrawn, but if a poll be requested and not withdrawn, the question will be decided by a majority of votes given by the members present. Such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation upon the matter in question.
- 21.5 In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a vote.
- 21.6 No member shall be entitled to vote at meetings of the Corporation unless they have paid all applicable fees.

PROCESS

22. Error of 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 the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

23. Adjournments

Any annual, general or other meeting may be adjourned, such adjournment not requiring notice and not requiring a quorum.

24. Fiscal year

Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall terminate on March 31 of each year.

25. Revision of bylaws

25.1 Revision, amendment, or addition to the bylaws of the Corporation, together with the intended purpose of such change, may be proposed by any member in good standing in writing to the Board not less than 30 days prior to any meeting of the Corporation.

25.2 The Board shall review such proposals to ensure that they are consistent with the objectives of the Corporation and not redundant or in conflict with existing bylaws.

25.3 The Chairperson shall then see that such written proposals for revisions, amendments, or additions to the bylaws are enclosed with the meeting notice provided to Directors in advance of the next meeting.

25.4 Revisions, amendments, or additions to the bylaws shall only be effective if passed by two thirds of the votes cast by members in good standing at the Annual General Meeting.

Bylaw 2020-1 passed on August 30, 2020.

Chairperson

Vice-Chairperson