

## Land Conservancy for Kingston, Frontenac, Lennox and Addington

### By-laws

#### 1. Definitions

- 1.1. In this by-law and all other by-laws of the corporation, unless the context otherwise requires:
- (a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time
  - (b) "**Annual Financial Statement**" means the financial documents referred to in subsection 172(1) of the Act
  - (c) "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the corporation
  - (d) "**board**" means the board of directors of the corporation
  - (e) "**by-law**" means this by-law and any other by-law of the corporation which are in force and effect and as amended from time to time
  - (f) "**director**" means a member of the board of directors of the corporation
  - (g) "**meeting of members**" includes an annual meeting of members or a special meeting of members at which all members are entitled to vote
  - (h) "**notice**" means, unless otherwise specified, providing information by generally accepted communications methods, such as email, text message, voice mail, regular mail, or hand-delivery, and includes information in a newsletter
  - (i) "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution
  - (j) "**proposal**" means a proposal submitted by a member of the corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act
  - (k) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time, and
  - (l) "**special resolution**" means a resolution passed by a majority of not less

than two-thirds (2/3) of the votes cast on that resolution.

## **2. Membership Conditions**

- 2.1. Membership is limited to people who support the objects and mission of the corporation. All members must be 18 years of age or over. Any changes to this section must be made according to section 42 of this By-law.

## **3. Classes of Members**

- 3.1. The corporation has four classes of members:
  - (a) Individual member
  - (b) Family member: two people who identify themselves as a family unit
  - (c) Young adult member: a person who is between 18 and 25 years of age
  - (d) Life member: a person honoured by the Board with this distinction

## **4. Membership Dues**

- 4.1. The board sets the annual fee for membership in the corporation. A person becomes a member of the corporation by paying the annual fee, signing the membership form, and being accepted as a member by a resolution of the board. The board may also make a person a member of the corporation by resolution, without requiring the person to pay the annual fee.

## **5. Notification: Expiry of Membership**

- 5.1. The board must notify members of the corporation in writing at least 21 days before the expiry of their membership.

## **6. End of Membership**

- 6.1. Membership in the corporation ends when:
  - (a) the member has not paid the membership renewal fee by the start of the annual meeting
  - (b) the member resigns by sending a letter of resignation to the Secretary of the corporation. The resignation takes effect on the day the letter is received by the corporation or on the date specified in the letter.
  - (c) the board expels the member under the terms of section 9
  - (d) the member dies
  - (e) 2/3 of the members present at an annual or special meeting of members vote to revoke the person's membership. Notice of the motion to revoke a

person's membership must be sent to the member at least 14 days before the meeting and the member must be given the opportunity to address the meeting, or

- (f) the corporation is dissolved.

## **7. Effect of Termination of Membership**

- 7.1. Subject to the articles, upon any termination of membership, all the rights of the member automatically cease to exist.

## **8. No Transfer of Membership**

- 8.1. A membership may not be transferred. Any changes to this section must be made according to section 42 of this By-law.

## **9. Discipline of Members**

- 9.1. The board has authority to suspend or expel any member from the corporation for any one or more of the following grounds:
  - (a) violating any provision of the articles, by-laws, or written policies of the corporation
  - (b) carrying out any conduct which may be detrimental to the corporation as determined by the board in its sole discretion, or
  - (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the corporation.

## **10. Notice of Meeting of Members**

- 10.1. The board must ensure that written notice of the annual meeting is sent to all members at least 21 days before the meeting.
- 10.2. The board must ensure that a written notice of a special members' meeting is sent to all members at least 10 days before the meeting.
- 10.3. Notice of a meeting of members must include information about the items on the agenda for the meeting so that a member has a general idea of each item to be discussed.
- 10.4. Notice of a meeting of members must include information about the right to vote by proxy at the meeting and how to arrange for a proxy vote.
- 10.5. Different methods for giving notice may be used for different members.
- 10.6. Notice of the meeting is sufficient when it is sent to the member's last address

recorded in the corporation's books.

10.7. Any changes to this section must be made according to section 42 of this By-law.

## **11. Calling a Special Meeting of Members**

11.1. The board may call a special meeting of members, other than the annual meeting, at any time.

11.2. The board must call a special meeting of members when 20 members write to the board requesting a special meeting of members and explaining their reasons for the request. The meeting must be held as soon as possible and no later than 30 days from the time the board receives the request for the meeting. A special meeting of members may be restricted to one matter or may cover a variety of matters. The notice of the special meeting of members must specify the matters to be covered at the meeting.

## **12. Meetings of Members**

12.1. The annual meeting of the corporation must be held within 180 days after the end of the corporation's fiscal year.

12.2. The members present at the annual meeting have the authority to:

- (a) elect the directors of the corporation
- (b) receive the report of the board of the corporation
- (c) approve or vary the land acquisition plan, the work plan, and the business plan of the corporation
- (d) approve or vary the budget of the corporation
- (e) receive the financial statement of the corporation
- (f) receive the report of the auditors
- (g) appoint auditors for the next fiscal year
- (h) amend the Articles of Incorporation and the By-laws of the corporation
- (i) deal with any matter brought forward by the board, a member or a staff person of the corporation, and
- (j) conduct any other business

12.3. At the annual meeting, the members will appoint an auditor to audit the accounts and the annual financial statement of the corporation and to report back to members on the results of the audit. The auditor may not be a director, officer, or employee of the corporation. If the position of auditor becomes vacant during the year, the board may appoint auditors to fill the vacancy.

12.4. The board will set the fee to be paid to the auditor.

### **13. Place of Meeting of Members**

13.1. Any meeting of the corporation must take place within the geographic boundaries of the City of Kingston, Frontenac County or Lennox & Addington County.

### **14. Quorum at Meetings of Members**

14.1. A quorum at a members' meeting is the lesser of 15 members of the corporation or 1/5 of all members of the corporation.

### **15. Absentee Voting at Meetings of Members**

15.1. A member may appoint another member of the corporation to vote on his or her behalf. A proxy must be in writing and signed and dated by the member. The completed proxy must be sent to the Secretary before the meeting or be presented to the Secretary at the start of the meeting. A member attending a meeting may hold a maximum of five proxies. Proxy voting may not account for more than 1/4 of the votes cast at a meeting.

Sample proxy:

I, [name of member], appoint [name of member] to act as my proxy at the Land Conservancy for Kingston, Frontenac, Lennox and Addington meeting to be held on [date of meeting]. I instruct my proxy to vote as follows ... [ or My proxy may vote as [he/she] chooses on my behalf.]

Signed:

Date:

Any changes to this section must be made according to section 42 of this By-law

### **16. Voting at Meetings of Members**

16.1. Voting rights at any meeting of members are as follows:

- (a) Individual member = 1 vote
- (b) Family member = 1 vote each for each of the two family members
- (c) Young adult member = 1 vote
- (d) Life member = 1 vote

16.2. A new member must have been a member of the corporation for at least 30 days before the meeting to be eligible to vote at the meeting. A renewing member must have renewed membership by the start of the meeting.

16.3. When the meeting has a quorum, a resolution carries when a majority of those present vote in favour of the resolution, unless the Act or the corporation's By-laws sets a different requirement.

## **17. Persons Entitled to be Present at Meetings of Members**

17.1. Meetings of Members will be open to the public unless the board decides to hold a meeting where attendance is restricted to members only.

## **18. Participation at Meetings of Members**

18.1. Meetings of members are to take place as prescribed by the Board: in person, using recognized communication media that allow all attendees to participate in the meeting, or a combination of both approaches.

## **19. Number of Directors**

19.1. The board has eleven directors, four of whom also serve as officers of the corporation. The number of directors and their terms of office may be changed at an annual meeting by a 2/3 majority vote.

## **20. Officers of the corporation**

20.1. The Executive Committee consists of the officers of the corporation who are the president, vice-president, secretary, and treasurer.

20.2. The Executive Committee may meet at its convenience, provided all members are given 24-hours' notice of the meeting. Quorum at a meeting of the Executive Committee is three. At least three officers must vote in favour of a motion for it to carry.

20.3. The Executive Committee may make any decisions that have been delegated to it by the board. The board may not delegate decisions requiring a 2/3 majority of board members to the Executive Committee

20.4. Officers may be removed from their position as an officer of the corporation at any time by a resolution of the board.

20.5. The number of officers of the corporation may be changed by an amendment to this By-law.

## **21. Description of Offices**

21.1. The president has an active role in the corporation and oversees its management.

21.2. The president ensures that all orders and resolutions of the board are put into

effect.

- 21.3. The president chairs meetings of the board and of the corporation, unless he or she delegates the task to another board member (for board meetings) or another member (for members' meetings).
- 21.4. The vice-president assists the president with the president's duties and assumes the duties of the president when the president is absent.
- 21.5. The secretary's duties include:
- (a) keeping the membership records of the corporation
  - (b) recording all votes at board and members' meetings
  - (c) taking and keeping a permanent record of minutes of board and members' meetings
  - (d) providing members with information about board discussions and decisions that are not private or confidential, on request
  - (e) distributing the newsletter and other information to members and others
  - (f) giving notice of board and members' meetings
  - (g) keeping a record of all property holdings of the corporation, and
  - (h) keeping a record of all monitoring activity on property for which the corporation has responsibility.
- 21.6. The treasurer's duties include:
- (a) keeping complete and accurate records of all assets, liabilities, receipts, and disbursements of the corporation
  - (b) depositing all monies, securities, and other valuable effects in the name and to the credit of the corporation in a chartered bank, trust company, credit union, or other financial institution, or, in the case of securities, with a registered dealer in securities as designated by the board
  - (c) disbursing funds of the corporation as directed by the board
  - (d) keeping appropriate records of the invoices, bills, or other payment documents upon which the disbursement is based,
  - (e) issuing receipts for income tax purposes and filing required reports with the government
  - (f) preparing and presenting a report on the financial status of the corporation at board meetings and at the annual meeting, or at any other time at the request of the president or the board, and
  - (g) providing financial records and other information to an auditor and answering the auditor's questions.

- 21.7. The officers of the corporation will perform any other duties at the direction of the board.
- 21.8. The board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.
- 21.9. The board will ensure that all necessary corporate books and records required by the corporation's By-laws or any applicable statute or law are up-to-date and properly kept.

## **22. Election of officers and directors at the Annual Meeting of Members**

- 22.1. With the exception of the situation covered by section 23.3, the term for each position on the board is two years and runs from the time of election at the annual meeting to the election at the annual meeting approximately two years later. There is no limit to the number of terms a board member may serve, either as a director or as an officer of the corporation.
- 22.2. A person must be a member in good standing to be elected to the board.
- 22.3. The election of the officers and directors of the corporation takes place at the annual meeting according to the following pattern:
  - (a) six directors are elected in one year
  - (b) five directors are elected in the next year.
- 22.4. At the first board meeting after the Annual Meeting of Members, the board will elect the Executive Committee – a President, Vice-President, Secretary, and Treasurer, who are the officers of the corporation. The Board may fill a vacancy in an officer position when it arises according to the provisions in section 23.3.

## **23. Term of Office of Directors**

- 23.1. A newly-elected director takes office on the adjournment of the annual meeting at which the election occurred.
- 23.2. A director position becomes vacant when:
  - (a) the director's membership dues are not paid by start of the annual meeting
  - (b) the director resigns by sending a letter of resignation to the secretary of the corporation, or, if the resigning director is the secretary, to the president of the corporation. The resignation takes effect on the day the letter is received by the corporation or on the date specified in the letter.
  - (c) the director dies
  - (d) the director declares bankruptcy or stops meeting the obligations under a



bankruptcy agreement

- (e) the director is convicted of a criminal offence and by a majority vote of the board, it is decided that the director's continued presence on the board would reflect negatively on the corporation, or
  - (f) 2/3 of the members present at an annual or special members' meeting vote to remove the person from office. Notice of the motion to remove a director from office must be sent to the director at least 14 days before the meeting and the director must be given the opportunity to address the meeting.
- 23.3. When a director position becomes vacant, the board may name a member to the director position to serve until the next annual meeting, at which time an election must be held for the position. The person elected at the annual meeting to fill the vacant position will complete the term for that position. In other words, the two-year term cycle will not change and the person elected to the vacated position may be in office for only one year before the position is open for election again.

## **24. Regular Meetings of the Board of Directors**

- 24.1. The board must meet at least four times a year.
- 24.2. The board may meet at any time and place it decides. The board may meet in person or by using a communications media, or use both to hold a meeting. When a meeting involves communications media, directors must be able to communicate with each other and a majority of directors must have consented to holding the meeting in this way. In advance of any meetings involving communications media, a resolution of the board will address the mechanics of holding such a meeting and the procedure for establishing quorum and recording votes.

## **25. Calling of Meetings of Board of Directors**

- 25.1. Meetings of the board may be called by the president of the board, the vice-president of the board or any two (2) directors at any time.

## **26. Notice of Meeting of Board of Directors**

- 26.1. Notice of the time and place of a board meeting must be provided to all directors at least seven days before the meeting.
- 26.2. An emergency board meeting may be called by giving notice of the meeting to all directors by telephone. The emergency meeting is only valid when there is a quorum and a majority of the directors present agree to waive usual notice requirements.

26.3. An error or omission in giving notice of a board meeting will not invalidate decisions taken at that meeting.

## **27. Votes to Govern at Meetings of the Board of Directors**

27.1. Quorum for a board meeting is six directors.

27.2. Each director has one vote at a board meeting. The chair of the meeting does not vote except to break a tie.

27.3. A motion carries when there is a quorum and a majority of the directors present vote “yes”, unless the Act or the corporation’s By-laws set a different voting requirement for passing a motion.

27.4. To pass, the following motions require 2/3 of the directors at the board meeting or, if that number is a fraction, the next largest whole number, to vote “yes”:

- (a) a motion to acquire or dispose of property or an interest in property
- (b) a motion involving financial transactions with a value of more than \$10,000
- (c) a motion concerning staff, agent, or advisor remuneration
- (d) any other motion that the board or the members at an annual or special meeting decide requires a vote by 2/3 of the directors at a board meeting to pass, and
- (e) any vote requiring a 2/3 majority in the Act.

## **28. Minutes of Board Meetings**

28.1. Minutes must be kept of all board meetings, distributed to board members, and approved by motion at a subsequent board meeting.

28.2. Minutes of board meetings are not public documents and cannot be distributed to corporation members or to members of the public. At the request of a member, the secretary will prepare a summary of the board’s discussions and decision, excluding private or confidential information.

## **29. Committees of the Board of Directors**

29.1. The board may establish standing, working and temporary committees to assist with the corporation’s business. Standing committees of the board include the Finance Committee, the Land Acquisition Committee, and the Nominating Committee. A person must be a member of the corporation to sit on a standing committee.

29.2. The board will define the areas of responsibility and duties of each committee.

29.3. One director will sit on each committee and will report to the board on

committee activities. The director may or may not be the chair of the committee. Other directors may also be members of the committee.

- 29.4. Subject to any regulations or directions made by the board, committees may decide the notice of meeting requirements, meeting rules of procedure, and decision-making processes.
- 29.5. Committees must keep minutes of their meetings and provide these minutes to the president and secretary. These minutes are confidential unless the board decides otherwise on a specific occasion or on an on-going basis.
- 29.6. A member of a committee cannot receive remuneration for serving on the committee but the board may agree to reimburse reasonable expenses incurred in the performance of committee duties.

### **30. Directors and Officers Liability**

- 30.1. Every director or officer of the corporation or other person who has undertaken any liability on behalf of the corporation and their heirs, executors, and administrators, and estate and effects, will be indemnified and saved harmless out of the funds of the corporation from:
  - (a) all costs, charges and expenses which the director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability
  - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own willful neglect or default.
- 30.2. The corporation must hold liability insurance to cover directors from liability.

### **31. Declaration of Conflict of Interest**

- 31.1. A director must adhere to the corporation's Conflict of Interest Policy and declare actual and potential conflicts of interest before the discussion on the topic giving rise to the conflict and must be absent from the meeting room while the discussion and voting take place.

### **32. Borrowing Powers**

- 32.1. The directors of the corporation may, without authorization of the members:
  - (a) borrow money on the credit of the corporation

- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation
- (c) give a guarantee on behalf of the corporation
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
- (e) issue debentures or other securities of the corporation
- (f) pledge or sell the corporation's debentures or other securities for amounts that the board deems appropriate
- (g) secure any bond, debenture, other securities, borrowing or liability of the corporation by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real or personal property of the corporation; and
- (h) may enter into a trust arrangement with a trust company, foundation or similar institution to create a trust fund through which capital and interest may be made available for the benefit of promoting the interests of the corporation.

### **33. Other Powers of the Board**

- 33.1. The board manages the property and business of the corporation.
- 33.2. The board may engage employees and appoint agents and advisors to have authority and perform duties set by the board.
- 33.3. The board sets the remuneration to be paid to employees, agents and advisors.
- 33.4. The board may solicit legacies, gifts, grants, settlements, bequests, endowments and donations of any kind to further the purposes of the corporation.

### **34. Execution of Documents**

- 34.1. Deeds, contracts, or any other written instruments authorized by the board and requiring the signature of the corporation may be signed by any two officers. The signature of two officers on such a document makes the document binding on the corporation without any further authorization or formality.
- 34.2. The board may appoint a director or directors to sign specific contracts or written instruments on behalf of the corporation.
- 34.3. The board may give the corporation's power of attorney to any registered dealer in securities for the purpose of transferring and dealing with any stocks, bonds, and other securities of the corporation.

34.4. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the corporation to be a true copy.

## **35. Banking Arrangements**

35.1. The banking business of the corporation will be transacted at such bank, trust company, credit union, or other firm or corporation carrying on a banking business in Canada as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it will be transacted by the treasurer or other officers of the corporation or other persons as the board may by resolution from time to time designate, direct, or authorize.

## **36. Financial Year**

36.1. The corporation's financial year begins on January 01 and ends on December 31.

## **37. Annual Financial Statements**

37.1. The corporation will send members a notice at least 21 days before the annual general meeting, informing them that the audited financial statement is available on the corporation's web site and in hard copy from the treasurer at no cost.

## **38. Omissions and Errors**

38.1. A decision made at a meeting of the board or a meeting of members will not be invalid due to:

- (a) an accidental omission to give the notice to a person who should have received the notice
- (b) the non-receipt of the notice by a person who should have received the notice, or
- (c) an error in the notice that did not affect its substance.

## **39. Resolution of Disputes**

39.1. Disputes arising among members, directors, officers, committee members, employees, or volunteers of the corporation that have not been resolved through private meetings among the parties will be resolved through mediation, if possible.

## **40. Invalidity of any Provisions of this By-law**

40.1. The invalidity or unenforceability of any provision of this by-law does not affect the validity or enforceability of the remaining provisions of this by-law.

## **41. By-laws and Effective Date**

- 41.1. In accordance with these by-laws, the board may pass a resolution to make, amend, or repeal a by-law, or part of a by-law, of the corporation.
- 41.2. The resolution concerning a by-law is in effect from the date it is passed by the board until the next meeting of members. Members at the meeting may confirm, amend, or reject the resolution by majority vote. When members confirm or amend the resolution, it remains in effect in that form. When the resolution is rejected by members, it ceases to have effect. A board resolution that is not presented to the meeting of members ceases to have effect.
- 41.3. Section 41.2 does not apply to a by-law change that requires a special resolution of the members before taking effect, according to section 42 and to subsection 197(1) (fundamental change) of the Act.
- 41.4. The notice of a meeting at which a by-law amendment is on the agenda must include basic information about the proposed by-law amendment.

## **42. Amendments requiring special resolution and 2/3 majority**

- 42.1. The following By-law amendments require a special resolution of members and a 2/3 majority vote at a meeting of members to pass:
  - (a) changes to membership rights or conditions
  - (b) the end of membership
  - (c) membership transferability
  - (d) changes to the manner of giving notice of a meeting of members
  - (e) voting by members not in attendance at a meeting of members
  - (f) changes to the number of directors, and
  - (g) any other matter specified in this By-law or covered by section 197(1) of the Act.