

BYLAW NUMBER 3

A bylaw relating generally to the conduct of the affairs of

LONG POINT WORLD BIOSPHERE RESERVE FOUNDATION

(the "Corporation")

BE IT ENACTED as a bylaw of the Corporation as follows.

SECTION 1 - GENERAL

1.01 Definition

In this *Bylaw* and all other *Bylaws* of the Corporation, unless the context otherwise requires:

"**Act**" means the Ontario Not-For-Profit Corporations Act 2010 S.O. c. 15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated *Articles of Incorporation* or *Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival* of the Corporation;

"**Board**" means the Board of Directors of the Corporation;

"**Bylaw**" means this *Bylaw* and any other *Bylaw* of the Corporation as amended and which are, from time to time, in force and effect;

"**Corporation**" means The Long Point World Biosphere Reserve Foundation.

"**Director**" means an individual occupying the position of director of the Corporation

"**Long Point Biosphere Reserve**" means Long Point World Biosphere Reserve Foundation, the Corporation as currently named;

"**LPWBRF**" means Long Point World Biosphere Reserve Foundation, the Corporation as currently named;

"**LPBR**" means Long Point World Biosphere Reserve Foundation, the Corporation as currently named;

"**Member**" means a *Member* of the Corporation and "*Members*" means the collective membership of the Corporation;

"**Meeting of Members**" includes an Annual Meeting of Members or a *Special Meeting of Members*; "*Special Meeting of Members*" includes a meeting of any class or classes of *Members* and a *Special Meeting* of all Members entitled to vote at an annual meeting;

"**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Proposal**" means a Proposal submitted by a *Member* of the Corporation that meets the requirements (*Shareholder Proposals*) of the Act;

"**Regulations**" means the *Regulations* made under the Act, as amended, restated or in effect from time to time; and

"**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this Bylaw that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any one of its Officers or Directors, for contracts under \$5000; and pending pre-approval by the board for contracts over \$5000. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. **Any Director or Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.**

SECTION 2 – DIRECTORS

2.01 Election and Term

The Directors shall be elected by the Members. The Board of Directors shall be comprised of between a minimum of five (5) and a maximum of fifteen (15) Directors. Any member of the Corporation is entitled to nominate, for consideration and subject to the board recruiting process, an individual or individuals for positions on the Board of Directors. Individuals so nominated need not be Members of the corporation at the time of their nomination.

The Members shall elect the Directors to hold office for a term ending no later than the end of the third annual meeting of Members following the election. No *Director* who has served as such for two (2) terms or six (6) years in succession shall be eligible for re-election or appointment for a further term, except where there has been at least one (1) year break in service or where the *Board* shall waive this limitation with cause.

2.02 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.**

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.04 Committees

Committees may be established by the Board as follows:

- a. 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; and**
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

SECTION 3 – BOARD MEETINGS

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this bylaw.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 - Notices of this bylaw to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of any meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 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.

3.05 Voting

Each Director has one vote per resolution. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. If there is a tie vote, the chair of the meeting may require a written ballot. If there is a tie vote upon written ballot, the motion is lost.

3.06 Quorum for Board Meetings

Unless quorum for the transaction of business is set out in the letters patent, supplementary letters patent or a special resolution of the Corporation, the number of directors which shall form a quorum for the transaction of business shall be the presence in person or by proxy of 51% of the elected Directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors. If a quorum is present at the opening of a meeting of the board, the directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.07 Participation by Telephone or Other Communications Facilities

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means, or other communications facility, 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.

SECTION 4 – FINANCIAL

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

SECTION 5 – OFFICERS

5.01 Officers

The Board shall elect from among the Directors a Chair and shall appoint a president, treasurer and secretary. The Board may appoint such 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. A director may be appointed to any office of the Corporation but, subject to the Act, none of the said officers except the Chair need be a Director of the Corporation. The same person may hold two or more offices of the Corporation.

5.02 Office Held at Board's Discretion

Any officer shall continue in office until the earlier of:

- (i) his or her resignation,
- (ii) the appointment of his or her successor,
- (iii) his or her ceasing to be a director or member of the Corporation if such is a necessary qualification of his or her appointment, and
- (iv) the meeting at which the directors annually appoint the officers of the Corporation.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties. Unless otherwise specified by the *Board*, which may, subject to the *Act* modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

Chair of the Board - The chair of the *Board*, if one is to be appointed, shall be a *Director*. The chair of the *Board*, if any, shall, when present, preside at all meetings of the *Board of Directors* and of the *Members*. The chair shall have such other duties and powers as the *Board* may specify.

Vice-Chair of the Board - The vice-chair of the *Board*, if one is to be appointed, shall be a *Director*. If the chair of the *Board* is absent or is unable or refuses to act, the vice-chair of the *Board*, if any, shall, when present, preside at all meetings of the *Board of Directors* and of the *Members*. The vice-chair shall have such other duties and powers as the *Board* may specify.

President - The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the *Board*, have general supervision of the affairs of the Corporation.

Vice- President - The Vice-president, if one is to be appointed or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties the President in the absence or inability or refusal to act of the President; provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of the board of directors or the executive committee, if any, and that the Vice-President who is not a director and member shall not, subject to this bylaw, preside at any meeting of members.

Secretary - The secretary shall attend and be the secretary of all meetings of the *Board*, *Members* and committees of the *Board*. The secretary shall enter or cause to be entered in the Corporation's minute records, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to *Members*, *Directors*, the public accountant and *Members* of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

Treasurer - The Treasurer shall have such powers and duties as the *Board* may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the *Board* or Executive Director requires of them. The *Board* may, from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any officer.

SECTION 6 – PROTECTION OF DIRECTORS AND OTHERS

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's articles and Bylaws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

The Corporation shall also indemnify any director or officer in such other circumstances as the Act or law permits or requires. Nothing in this bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this bylaw to the extent permitted by the Act or law.

SECTION 7 – CONFLICT OF INTEREST

7.01 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. 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.

7.02 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 8 – MEMBERS

8.01 Members

- a. Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.
- b. Members are entitled to vote at the Annual Meeting and Special Meetings.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

- a. To become a member, a Person or Organization must:

- (i) apply in writing to the Corporation; and
- (ii) be approved by a Resolution of the Board; and
- (iii) pay the applicable membership dues (if any) as established by the Board of Directors. The board of directors will fix annual and lifetime membership dues from time to time by resolution; and
- (iv) be 18 years of age or older, and
- (v) declare his or her interest in advancing the purposes of the Corporation as set out in the Articles and supporting the activities of the Corporation.

- b. The term of membership for all Members shall be annual, which may be renewed in accordance with procedures established by the Corporation or lifetime Members in accordance with the procedures established by the Corporation.

c. All Members are deemed to be in good standing except a Member who has failed to pay the annual membership dues, if any, when due and owing and such Member is not in good standing with the corporation 30 days following the due date of their annual membership fees in any given year.

8.03 Disciplinary Act or Termination of Membership for Cause

a. Any Membership may be terminated on the occurrence of any of the events listed below, provided that the Members approve by at least two-thirds (2/3) of the votes cast by special resolution at a meeting of the Members of which notice specifying the intention to pass such resolution, has been given for:

- i) Violating any provision of the articles, bylaws, or written policies of the Corporation; or
- ii) Carrying out any conduct that may be detrimental to the Corporation as determined by the Members in their sole discretion, or
- iii) Any other reason that the Members in their sole and absolute discretion considers to be reasonable, having regard to the purpose, aims and objects of the Corporation.

b. Upon 15 days' written notice to a Member, the Members may pass a resolution authorizing disciplinary action or the termination of Membership for violating any of the above provisions or of the articles or Bylaws.

c. 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 Members a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Members shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

d. The rights of a member, including any rights in the property of the Corporation, cease to exist on termination of the membership

SECTION 9 – MEMBERS' MEETINGS

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. **Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.**

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;

- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting of Members on written requisition of not less than one-tenth 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.

9.03 Notice of Special or Annual Meeting

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 by telephonic, electronic or other communication facility and in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Section 55(1)(a) & (c)). Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)). Notice of each meeting must remind the Member of the right to vote by proxy (Section 65).

9.04 Quorum at Members' Meetings

A quorum for the transaction of business at an Annual General Meeting and members meetings is not less than 15 of the members.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the Bylaw provided that:

- a. each Member shall be entitled to one vote per resolution at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting 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 manner as the chair of the meeting shall 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 favour of or against the motion.

9.07 Adjournments

The Chair may, with an ordinary resolution of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Proxies

Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of the directors to represent it at meetings of the members of the Corporation. Every person appointed by proxy shall have one vote per resolution for each member who is entitled to vote at the meeting and is represented by such proxy holder. A proxy shall be executed by the member or his or her attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized. A person appointed proxy need not be a member.

9.08 Persons Entitled to be Present at Members' Meetings

Members, non-members, directors, auditor and/or the public accountant of the Corporation are entitled to be present at Annual or General meetings of members. However, only those members entitled to vote at the members' meeting according to the provisions of the articles and bylaws are entitled to cast a vote.

9.09 Cost of Publishing Proposals for Annual Members' Meetings or Special Meetings

The member who submits a proposal shall pay the cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

SECTION 10 – NOTICES TO MEMBERS, DIRECTORS, AND OTHERS

10.01 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 (Section 196)**, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address 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.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

SECTION 11 – ADOPTION AND AMENDMENT OF BYLAWS

11.01 Amendments to Bylaws

The Members may from time to time amend this By-law by a majority (51%) of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting (i) the transfer of a Membership or (ii) to change the method of voting by Members not in attendance at a meeting of Members.

Subject to the Act, the *Board of Directors* may, by ordinary resolution, make, amend or repeal any *Bylaws* that regulate the activities or affairs of the Corporation, with the above exceptions. Any such *Bylaw*, amendment shall be effective from the date of the resolution of *Directors* until the next *Annual Meeting of Members* where it may be confirmed, rejected or amended by the *Members* by *Ordinary Resolution*. If the *Bylaw*, amendment is confirmed or confirmed as amended by the *Members* it remains effective in the form in which it was confirmed. The *Bylaw*, amendment or repeal ceases to have effect if it is not submitted to the *Members* at the next *Annual Meeting of Members* or if it is rejected by the *Members* at the meeting. This section does not apply to a *Bylaw* that requires a *Special Resolution* of the *Members* according to the Act.

11.02 Effective Date

Subject to matters requiring a *Special Resolution* of the *Members*, this *Bylaw* shall be effective when made by the *Board*. *All previous Bylaws shall be revoked and replaced with the Bylaws herein on the effective date.*

CERTIFIED to be Bylaw No. 3 of the Corporation, as enacted by the *Directors* of the Corporation by

ordinary resolution on the 9th of June, 2020 and confirmed by the

Members of the Corporation by Ordinary Resolution on the _____.

Dated as of the _____ day of _____, _____.

Valerie Hickey, Chair

Richard Levick, President