

AMENDED BY-LAWS OF THE MONO MULMUR CITIZENS' COALITION

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

MONO MULMUR CITIZENS' COALITION
(the "Corporation")

BY – LAW NO. 1

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

INTERPRETATION

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

- (a) "Act" means the Ontario Not-for-Profit Corporations Act, 2010 (ONCA), including amendments made thereto from time to time, and includes the regulations made pursuant thereto, including amendments made thereto from time to time, and every statute or regulation that may be substituted therefor;
- (b) "Board" means the Board of Directors of the Corporation;
- (c) "By-law" means any by-law of the Corporation as from time to time in force and effect;
- (d) "Director" means elected Board member;
- (e) "Articles " means the articles of incorporation of the Corporation under the Act as amended or restated from time to time;
- (f) "Member" any person(s) who have paid the annual membership fee for the given membership year; entitling one vote per membership paid;
- (g) "Ordinary resolution" means a majority vote by members;
- (h) "Special resolution" means a resolution passed by at least 2/3 of the votes cast at a special meeting of the members;

- (i) "Extraordinary resolution" means a resolution passed by at least 80% of the votes cast at a special meeting of the members;

- (j) All terms contained in the by-laws which are defined in the Act shall have the meanings given to such terms in the Act save as specifically provided herein to the contrary.

1. AREA OF REPRESENTATION

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

2. ORGANIZATIONAL STRUCTURE

- 2.1. **BOARD COMPOSITION:** The business of the Corporation shall be conducted by a Board elected by the members by ordinary resolution.
- 2.2. **AUTHORITY AND POWER:** The Board of Directors shall administer the affairs of the Corporation. The affairs of the Corporation shall include but not be limited to, entering into legal contracts with third parties, setting membership fees, disbursing the funds of the Corporation for activities authorized by the by-laws and generally do all things on behalf of the Corporation that the Corporation by charter or otherwise is authorized to do.
- 2.3. **TERM:** Each Director shall be elected for a term of two (2) years. A Director shall be eligible for re-election to the Board at the end of each term.
- 2.4. **VACANCIES:** So long as the Board satisfies the composition requirements as defined in paragraph 2.1 and in the Articles, a vacancy on the Board may, if the Directors see fit to do so, be filled by invited members of the Corporation, to be presented to and voted on by the Board or may otherwise be filled with the presentation of the slate of Directors at the next annual meeting of the members.
- 2.5. **RESIGNATION:** Members may resign at any time upon giving written notification of their resignation to the President of the Corporation, which resignation shall become effective immediately upon receipt. If a member resigns or is removed from Membership in the Corporation and holds a position of either a Director or Officer of the Corporation, that member shall be deemed to have immediately resigned from his or her position as either or both a Director and Officer of the Corporation.
- 2.6. **REMOVAL OF A DIRECTOR:** So long as the Board satisfies the composition requirements as defined in paragraph 2.1 and in the Articles, the Board may pass a resolution authorizing disciplinary action or the termination of a Director for violating any provision of the Articles or By-laws or for the following:
 - 2.6.1. the member is persistently disruptive of proceedings at Board meetings;
 - 2.6.2. the member is disrespectful of other Board members at such meetings;

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

Members of the Board may, by vote at a duly called Board meeting, remove such person both as a Director and Member, and upon the passing of a special resolution by the Directors present, the Director shall be removed as a Director and a Member.

Written notice of the action will be sent to the Member 15 days before the resolution is passed. 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 Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

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

3. MEETINGS of the Board of Directors

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

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

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

3.1. REMUNERATION OF DIRECTORS: The Directors of the Corporation shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his position as such. However, a Director may be reimbursed for reasonable

expenses incurred by the Director in the performance of his director's duties.

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

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

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

3.3. TELEPHONE, ELECTRONIC OR OTHER PARTICIPATION: If the Directors of the Corporation consent, a meeting of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

3.4. RESOLUTION IN LIEU OF A MEETING: A resolution in writing, signed, whether in original signature or by electronic means, by a quorum of Directors entitled to vote on that resolution at a meeting, is as valid as if it had been passed at a meeting of Directors.

3.5. REQUEST FOR DELEGATION: Any person or member may request to make a delegation to the Board in advance of any Board meeting. Requests must be made in writing to any Board Director outlining the reason for delegation. Confirmation of the delegation being added to a Board meeting agenda will be determined by a vote of the Board.

4. OFFICERS

4.1. The Board of Directors shall appoint a President and Secretary from among its number and may appoint a Treasurer, a Vice-President and such other officers as the Board may determine from time to time. All officers so appointed are required to be Directors. Two or

more offices of the Corporation may be held by the same person.

- 4.2. President The President shall, when present, preside as the Chairperson at all meetings of the Board and the Executive Committee (if one is appointed.) In the absence of the President, the Directors present shall choose one of their number to act as the Chair.
- 4.3. Vice-President During the absence or inability to act of the President, his or her duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers during the absence or inability to act of the President, the Vice-President shall also perform the other duties from time to time prescribed by the Board or Executive Committee (if any).
- 4.4. Secretary The Secretary shall be ex-officio clerk of the Board or Executive Committee (if any) and shall attend all meetings of the Board and of the Executive Committee (if any) to record all facts and minutes of those proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to Directors. He or she shall ensure all books; papers, records, correspondence and documents belonging to the Corporation are held and stored in a safe place.
- 4.5. Treasurer The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks or banking institution from time to time designated by the Board or Executive Committee (if any). He or she shall disburse the funds of the Corporation under the direction of the Board or Executive Committee (if any), taking proper vouchers therefore and shall render to the Board or Executive Committee (if any), whenever required of him or her, an account of all his or her transactions as Treasurer and of the financial position of the Corporation.
- 4.6. Other Officers and Agents The Board may appoint, and at its pleasure, remove an Executive Director and any such other officers and agents (with such titles as the Board may prescribe from time to time) as it considers necessary, and all such officers and agents shall have the authority and perform the duties as the terms of their engagement call for or as from time to time prescribed by the Board.

5. EXECUTIVE COMMITTEE

The Board may appoint an Executive Committee comprising not less than three persons, appointed from the officers of the Corporation. Each member of the committee shall serve at the pleasure of the Board but in any event only so long as the officer remains a Director. In the intervals between Board meetings the Executive Committee, if one is established, may, at the

pleasure of the Board, manage the affairs of the Corporation, including but not limited to, setting the agenda for Board meetings, liaising with committees, receiving and answering correspondence, and identifying new business for the Board. The Executive Committee will determine its own procedure.

6. MEMBERSHIP

6.1 Any person(s) who has paid the annual dues of the Corporation as established from time to time may become a member of the Corporation.

6.2 There shall be one class of member to be known as Member.

6.3 The Corporation may from time to time permit a representative of another association that has a similar mandate and is engaged in community activism, to become a member of the Corporation without charge provided that member shall not have the right to vote or to become a Director.

6.4 Any member may be disciplined or expelled from the corporation by special resolution at the Annual Meeting or at a Special Meeting. The member being considered for expulsion shall have the right to address the meeting.

6.4.1 A member will be given at least 15 days written notice of a disciplinary action or termination with reasons; and

6.4.2 The member is given an opportunity to be heard, orally or in writing, not less than five days before the disciplinary action or termination of membership becomes effective.

6.5 Members may remove any Director or Directors by ordinary resolution at a special meeting.

7. MEETINGS

7.1. Annual Meeting:

7.1.1. The Annual Meeting of the Corporation shall be held each year within Ontario at a time to be determined by the Board following the fiscal year end and not later than 15 months after the last annual meeting. There shall be at least 15 days before the sending of notice of meeting and the meeting.

7.1.2. The Annual Meeting shall receive reports and statements required by the Ontario Not-for-Profit Corporations Act, 2010 (ONCA) to be read at the meeting and placed

before the membership; elect such Directors as are required to be elected at such meeting; and transact all other business properly brought before the meeting. Notice may be sent by ordinary mail or to the email of the member on file with the Corporation.

- 7.2. Special Meeting: The Board may at any time call a special meeting of members to transact the business described in the notice of meeting sent to Corporation members at least 15 days before the date scheduled for the meeting. A special meeting may also be called by members in accordance with the provisions of the Ontario Not-for-Profit Corporations Act, 2010 (ONCA).
- 7.3. The Annual Meeting and any Special Meeting shall be chaired by the President of the Corporation or his/her designate.
- 7.4. A quorum for the Annual Meeting or any Special Meeting shall be a majority of 50% plus one of the members in attendance at such meetings.
- 7.5. Votes at meetings shall be cast by those present. A majority for voting purposes at the Annual Meeting shall consist of a majority of 50% plus one of those present. A majority for voting purposes at a Special Meeting shall be two thirds of those present. In the event of a tie, the motion will not be carried.
- 7.6. If a quorum is present at the opening of a meeting of the members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting
- 7.7. Voting for new Board members: After thorough consideration and reflection, bearing in mind always the nature of the activities of MC2, the incumbent Board shall prepare a slate of Directors to be offered before the Annual Meeting for election. The Board may invite members of the Corporation or other community members who intend to join the Corporation to become eligible for election, to submit their names to be a Director 30 days prior to the notice of meeting for the Annual Meeting and such names will be considered by the Board prior to the preparation of the slate of Directors. Voting shall consist of a single nominator and seconder for the slate of Directors presented at the AGM. Voting shall be done by a show of hands or a verbal a response. A majority shall be at least 50% of those in attendance.
- 7.8. Voting at meetings shall be by a show of hands or a verbal a response.

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

8. EXECUTION OF DOCUMENTS

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

8.2. Books and records: The Corporation shall maintain those books and records required by its by-laws or by the Ontario Not-for-Profit Corporations Act, 2010 (ONCA).

9. BANKING ARRANGEMENTS

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

- 9.1. Operate the Corporation's accounts with the banker;
- 9.2. Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, drafts, acceptances, bills of exchange and orders for the payment of money;
- 9.3. Issue receipts for and orders relating to any property of the Corporation;
- 9.4. Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 9.5. Authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

10. FINANCIAL YEAR

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

11. AUDIT

Members of the Corporation may pass an extraordinary resolution at the Annual Meeting to not appoint an auditor or a review engagement in accordance with the Ontario Not-for-Profit Corporations Act, 2010 (ONCA).

12. NOTICE

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

13. AMENDMENTS. ETC.

This by-law may be amended in accordance with the provisions of the Ontario Not-for-Profit Corporations Act, 2010 (ONCA). All amendments will be submitted for approval at the Annual Meeting and subsequently signed by all signing officers of the Corporation.

14. EFFECTIVE DATE

14.1. This by-law shall come into force upon its execution by the Board of Directors and after confirmation by ordinary resolution by members at the Annual Meeting.

Enacted as By-law No. 1 by the Board of Directors of the Mono Mulmur Citizens Coalition on the **5th day of November 2023.**

President: _____

Secretary: _____

Treasurer: _____