

CONSTITUTION AND BY-LAWS
The Friends of Ferris Park

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Article I

Name

1.1 The name of this corporation shall be The Friends of Ferris Park., an Ontario corporation (#1624019). The corporation is a non-profit organization formed to carry out the purposes and functions set forth by the corporate charter and the Constitution and By-Laws.

Article II

Address

2.1 The address of the principal office of the Corporation in the Province of Ontario is 66 Front St. South, Campbellford, Ontario.

2.2 The mailing address of the corporation is P.O. Box 504, Campbellford, Ontario K0L 1L0

Article III

Purpose

3.1 The objects for which the Corporation is organized are:

A. To support, improve, protect and preserve the character of Ferris Park and to participate in activities for the betterment of said Park.

B. To educate the public about the unique qualities of Ferris Park including the natural, geological, biological, cultural, historical, educational, and recreational features which should be preserved and protected for the use and enjoyment of this and future generations of the residents of Ontario.

3.2 Optional and incidental powers of the Corporation are:

A. To co-operate with the Municipality of Trent Hills and Parks Ontario in developing and implementing plans for Ferris Park.

B. To encourage co-operation with the Municipality of Trent Hills and Parks Ontario in arriving at decisions affecting Ferris Park, and to provide a channel through which members can have input in arriving at those decisions.

C. To exercise all the powers conferred upon corporations formed under the Ontario Corporations Act in order to accomplish its purpose, including, but not limited to, the power to accept donations or grants of money or property, whether real or personal, or any interest therein, wherever situated.

Article IV

Membership

4.1 Application for membership in the Corporation is open to all persons, and to any firm, association, corporation, partnership or estate which has an interest in the objectives of the Corporation.

4.2 Any person or entity as defined in Section 4.1 may be admitted to membership in the Corporation, provided such person or entity has paid any duly established membership fee.

4.3 Fees to be paid by applicants for membership as a condition to being admitted as a member of the Corporation, and dues, assessments and other fees to be paid periodically by members as a condition of continuing membership. The resignation, expulsion, or suspension of a member or termination of his /her membership does not relieve the member from any obligations that the member may have to this Corporation.

4.4 There shall be one voting classification of membership in the Corporation:

A. Individual Membership which entitles the member to one (1) vote in all matters upon which the membership shall vote and the privilege of participating in the purposes and activities of the Corporation.

4.5 Other membership categories may be established from time to time by designation of the Board of Directors with the approval by majority vote of the Members.

Article V

Government

5.1 The government of this organization shall be vested in the Board of Directors consisting of a President, a Vice President, a Secretary, a Treasurer, and up to five additional members. If the position of Secretary and Treasurer are combined then six additional members at large may serve. The above Board shall be nominated from the membership and elected by a vote of the members at the Annual Meeting as set forth in these Constitution and By-Laws.

5.2 The fiscal year of the Corporation shall begin on September 1 and end on August 31 of the following year.

5.3 Annual dues as recommended by the Board of Directors for membership and voting categories shall be payable on joining and will expire on December 31 of that year.

Dues for the year 2005 are set at \$10

5.4 Qualifications: The Directors of this Corporation are required to be citizens of good standing in the community and members of this Corporation.

5.5 Vacancy: If a Director is unable to serve, the Board of Directors may fill the vacancy for the unexpired term.

5.6 The term of office may be terminated for a Board Member if he/she fails to attend two (2) consecutive meetings of the Board without prior arrangement, notice to, and agreement by the Board.

5.7 Powers and Duties of the Board of Directors:

A. The Board of Directors shall serve as the administrative policy making body of the Corporation and shall possess such powers and duties required to maintain, promote, and administer the policies, purposes, and objectives of the Corporation.

B. The Board of Directors shall be responsible for the planning, coordination, evaluation, and administration of Corporate activities.

C. The Board of Directors shall have the power to contract and to do any and all acts necessary to carry out the functions of the Corporation as set forth in these By-Laws.

D. All cheques, drafts, notes or other obligations of the corporation shall be signed by any two Directors of the corporation as may be authorized by the elected officers so recorded in the minutes.

5.8 Limit of Liability: To the extent allowed by the laws of the Province of Ontario, no present or future Director of the Corporation (or his or her estate, heirs and personal representatives) shall be liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director of the Corporation. Any liability of a Director (or his or her estate, heirs and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the laws of the Province of Ontario, as may hereafter be adopted or amended. With respect to claim or liabilities arising out of service as a Director and/or Officer of the Corporation, the Corporation shall indemnify and advance defense expenses to each present and future Director and Officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the Province of Ontario, both as now in effect and as hereafter adopted or amended.

ARTICLE VI

Elections and Meetings

6.1 The Annual meeting of the Friends of Ferris Park shall be held no later than 90 days after the corporation's fiscal year end. The directors for the next fiscal year shall be elected by the members by ballot at the Annual Meeting. Nominations from the floor may be made at the Annual Meeting. Nominees from the floor must be members in good standing and must present at the meeting to state their willingness to serve if they should be elected. If there are not enough nominations from the floor to complete the Board, the Board is empowered to fill any vacancies from the membership-at-large.

The order of business at the annual meeting of members shall be no less than as follows:

- (a) Calling the meeting to order.
- (b) Approval of the minutes of last annual meeting.
- (c) Approval of financial statements including budgets.
- (d) Election of directors.
- (e) Transaction of other business

6.2 Notice stating the place, date and time of the Annual Meeting shall be made public to the membership at least fifteen (15) days prior to the Annual Meeting.

6.3 The newly elected directors/officers will assume office on being elected and will serve until the next Annual Meeting unless removed from office for reasons set forth in these By-Laws. All outgoing directors/officers shall conclude their duties by filing all required reports from their year in office.

6.4 Regular Board Meetings, of the Board of Directors, shall be held on a date and at a place designated by the Board of Directors.

6.5 Notice stating the place, date and time of each Board Meeting shall be duly noted in the minutes of the previous meeting.

6.6 A quorum of the Board of Directors must be present at any Board Meeting. A quorum of the Board shall consist of a simple majority of the non-vacant seats of the Board. A majority of the Board at any Board Meeting at which a quorum is present is required for passage of a resolution.

6.7 Special Meetings of the Membership-At-Large may be called by two-thirds of the Board of Directors. Notice stating the place, date and time of a Special Meeting shall be published at least fifteen (15) days prior to such meeting. The Members in attendance at a meeting called in accordance with this Article constitute a quorum. A simple majority of the Members in attendance at the meeting is required for passage of any resolution except as noted in Article VIII.

6.8 All regular Board and membership meetings shall be open to the entire membership and invited guests. Special Board Meetings concerned with removal of Members for cause may be closed meetings.

6.9 A Member of the Board may be removed from office for misconduct. Any Member may also be dismissed from membership for misconduct. Removal or dismissal for cause must be approved by two-thirds of the Board of Directors.

6.10 Ballots will be used in voting on all motions at meetings to: (1) remove a Board member for cause; or (2) dismiss a member for cause.

6.11 The proceedings of all meetings of the Corporation shall be conducted in accordance with Roberts Rules of Order when such rules are not in conflict with this Constitution and By-Laws.

6.12 Minutes shall be kept of all meetings and such minutes shall be available for examination by any Member.

Article VII

Officers

7.1 President: Shall be the principal representative of the Corporation and be subject to the control of the Board of Directors and the Members. He/she shall supervise all the business affairs of the Corporation, preside at all meetings and perform all duties incident to the office of President and other such duties as may be prescribed by the Board of Directors.

7.2 Vice-President: Shall perform all duties of the President in his/her absence and may perform such other duties as may be assigned by the Board.

7.3 Secretary: Shall be responsible for keeping a permanent record of all Board and Membership meetings and shall report minutes of previous meetings for approval and shall perform all duties incident to the office of Secretary.

7.4 Treasurer: Shall be responsible for all funds and property of the Corporation. Funds of the Corporation shall be deposited on account with a financial institution.. The Treasurer shall serve as the Chairperson of the Budget Committee (if such committee is appointed), keep all financial records, file all applicable tax returns and perform all duties incident to the office of Treasurer. The Treasurer will also submit a financial report at each regularly scheduled meeting and prepare a budget for approval at the Annual Meeting.

7.5 No officer of the Corporation shall receive compensation for duties performed in the exercise of his/her duties of office. Reasonable travel expenses and other legitimate documented expenses may be paid upon approval of the Board of Directors.

ARTICLE VIII

Amendment of Constitution and By-Laws

8.1 The Constitution and By-Laws may be amended by two-thirds vote of Members of the Corporation in attendance at any meeting of the Membership-At-Large if the Members have been notified at least fifteen (15) days prior to such meeting.

ARTICLE IX

Dissolution

9.1 If and when a need for dissolution of the Corporation is determined, all members must be notified of the meeting in accordance with Article VI and the purpose of the meeting must be stated. Approval of two-thirds of the Members in attendance at the meeting will constitute the final act of the Corporation.

9.2 Upon termination, dissolution, final liquidation or winding up of this Corporation in any manner or for any reason, its assets, if any, remaining after payment of all liabilities of the Corporation, shall be used for the purposes specified in Item 3.1, A or B of the Corporate Charter. All non-cash assets that are of use to the Park shall be donated to Ferris Park. All other non-cash assets shall be sold at public auction and the proceeds plus any cash shall be donated to a charitable organization as determined by the Board of Directors and/or used to purchase material and/or supplies to be donated to Ferris Park to help carry out the objectives specified above.

ARTICLE X

Association

10.1 The Friends of Ferris Park shall not show favoritism to any political or religious organization.

10.2 The Municipality of Trent Hills, and Ontario Parks, officials and employees may attend all meetings to provide insight to programs and activities, current and proposed, and to provide such information to help the Friends of Ferris Park determine how best to fulfill its goals.

10.3 Friends of Ferris Park "in-park" activities shall be coordinated with, and subject to, the supervision of Ontario Parks and the Ferris Park Advisory Committee of the Municipality of Trent Hills.

Adopted: January 20.2005