

# McDonalds Corners/Elphin Recreation & Arts

## BYLAW NO. 1 Version 9

This Version 9 of Bylaw No. 1 relates generally to the transaction of the business and affairs and the governance of McDonalds Corners/Elphin Recreation & Arts This Bylaw is consistent with the provisions of the Letters Patent issued on the 28<sup>th</sup> of April 1999.

### 1. DEFINITIONS In this Bylaw:

“Act” means the Canada Corporations Act and any successor thereto;

“Board” means the board of directors of MERA elected or appointed according to this Bylaw;

“Financial Year” means January 1 to and including December 31;

“Family Membership Fee” means the Membership Fee set by the Board from time to time for membership in MERA of all those individuals residing at the same address;

“Member” means an individual who has been admitted to membership in MERA in accordance with this Bylaw and includes an Honourary Member;

“Membership Fee” means a fee set by the Board from time to time for membership in MERA;

“MERA” or “Corporation” means the McDonalds Corners/Elphin Recreation & Arts and all successors thereof; and

“Registration Form” means a form approved by the Board from time to time for eliciting information about a prospective Member.

### 2. MEMBERS

**2.1 Eligibility** Any individual aged 18 years and older who is interested in furthering the objects of MERA may become a Member by completing a Registration Form and paying the applicable Membership Fee

**2.2 Voting** Every Member is entitled to one vote at the annual general meeting and every other meeting of Members provided that the Member has been a Member for at least thirty days before the meeting

**2.3 Honourary Member** The Board may make an individual who has made an outstanding contribution to MERA an Honourary Member. An Honourary Member is not required to pay a Membership Fee.

**2.4 Waiver of Fee** The Board may, in its discretion, waive the requirement for any individual to pay a Membership Fee. The Board will report annually to the Members the number of individuals subject of the waiver in the previous Financial Year.

**2.5 Term of membership** The term of membership will coincide with the Financial Year.

**2.6 Ceasing to be a Member** An individual shall cease to be a Member upon:  
resignation as a Member by written notice to the Board of Directors; or  
upon removal by the vote of a majority of Members at a special meeting of Members called for that purpose.

### **3. MEETINGS OF MEMBERS**

**3.1 Annual General Meeting** The annual general meeting of Members shall be held within three months after the end of the Financial Year, at a date and time and place, in the Township of Lanark Highlands, as the Board shall determine.

**3.2 Attendance at Meetings** Every Member shall be entitled to receive notice of and attend every meeting of Members

**3.3 Notice of Meeting** The notice and agenda of the annual general meeting shall be in writing and shall be sent to all Members at least fourteen days before the date of the meeting. The notice shall set out the agenda for the meeting and the list of nominees to the Board.

**3.4 Business of Annual General Meeting** At every annual general meeting, the following business shall be transacted:

- a) presentation of the financial statements and the Treasurer's report;
- b) report of the Board;
- c) election of the directors; and
- d) such other business as may be properly brought before the meeting.

**3.5 Other Members' Meetings called by Board** The Board may call a special or general meeting of Members at any time.

**3.6 Other Members' Meetings required by Members** A minimum of ten percent of Members may require the Board to call a special or general meeting of Members at any time.

**3.7 Notice of Other Members' Meetings** The notice of a special or general meeting of Members shall be in writing and shall be sent at least fourteen days before the date of the meeting. The notice shall set out the purpose of the meeting and shall contain sufficient information to permit a Member to form a reasoned judgment on the decision to be taken.

**3.8 Majority Vote** At all meetings of Members every question shall be decided by a majority vote unless otherwise provided by the Act, the Bylaws or applicable law.

**3.9 Quorum** Quorum at every meeting of Members is twelve Members present in person, or in the case of a meeting requisitioned by Members, the greater of twelve Members and ten per cent of Members, present in person.

**3.10 Proxy Voting** Any Member may vote by proxy at any meeting of Members by providing written authorization, in the form approved by MERA's Secretary, for another Member to exercise the Member's vote. The proxy holder shall deposit the written authorization with the Secretary before the commencement of the meeting. The proxy will automatically expire at the end of the meeting.

**3.11 Address for Notices to Members** All notices to a Member sent as required by this Bylaw shall be sent to the postal address or email address of the Member last provided by the Member to MERA in writing or by email.

## **4. BOARD OF DIRECTORS**

**4.1 Composition** The Board shall consist of no less than five and no more than nine directors. The number of directors shall be determined from time to time by the Board and approved by an affirmative vote of at least two thirds of the Members present at the annual general meeting or at a special meeting called by the Board for that purpose.

**4.2 Eligibility as Director** An individual is eligible to serve as a director if the individual:

- a) has been a Member for at least thirty days immediately before the date on which the Member is to be elected or appointed as director;
- b) is at least 18 years of age;
- c) has not been found by a court to be of unsound mind;
- d) is not an employee of MERA or does not hold a paid contract position with MERA;
- e) does not have the status of bankrupt; and
- f) if an incumbent, has not served as a director for more than two consecutive three-year terms.

**4.3 Nominations Committee** The nominations committee shall consist of the members of the Board and at least one other Member appointed annually by the Board. The nominations committee shall prepare and present to the Members for approval at the annual general meeting a slate of qualified nominees for all positions on the Board.

**4.4 Nomination by Member** Every Member is entitled to nominate as a director himself or herself or one or more other Members by submitting the name of the nominee to the Secretary in writing not less than ten days prior to the annual general meeting. If the Secretary receives any such names, the Secretary shall send a written notice to all Members at least five days before the meeting listing the names of the nominees submitted by the Members and the names of the nominees on the slate.

**4.5 Voting** If there are more qualified nominees than there are vacant positions on the Board, the Secretary shall prepare a ballot listing all nominees and distribute the ballot to the Members at the annual general meeting. Each Member shall have one vote for each vacant position. The positions shall be filled by the nominees receiving the most votes.

**4.6 Duties and Powers of the Board** The Board shall manage the business and affairs of MERA and may exercise all such powers and do all such other acts and things as MERA is, by its letters patent, the Bylaws or otherwise, authorized to exercise or do. The Board may make, or cause to be made for MERA, in its name, any kind of contract which MERA may lawfully enter into. The Board may from time to time delegate any of the foregoing powers to any officer or director of MERA to the extent and in the manner determined by the Board.

**4.7 Authority to Authorize Expenditures** The Board shall have power to authorize expenditures on behalf of MERA from time to time and may delegate by resolution to an officer or officers of MERA the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of MERA in accordance with such terms as the Board may prescribe.

**4.8 Authority to Borrow** The Board is hereby authorized, from time to time:

- a) to borrow money upon the credit of MERA, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of MERA and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of MERA, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of MERA, and the undertaking and rights of MERA.

**4.9 Authority to Receive Donations** The Board shall take such steps as it deems to be required to enable MERA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of MERA.

#### **4.10 Term of Office**

a) Subject to subparagraph 4.11, each elected director shall hold office for a term of three years and each appointed director shall hold office until the first annual general meeting following the director's appointment. Each elected director may be elected to serve one additional consecutive term of three years for a total of six consecutive years. A former director shall be eligible for re-election following a two-year absence from office. Every director, whether elected or appointed, shall remain in office until the director's successor is elected. (Amended March 21, 2016)

(b) A Board member who has served two consecutive terms and is willing to serve as an officer of the Board: Chair, Vice-Chair, Treasurer or Secretary, is eligible to have their term extended by the membership at the Annual General Meeting, and to serve in that office for the following year. (Amended March 22, 2015)

**4.11 Vacation of Office** A director shall automatically cease to be a director:

- a) upon resignation in writing addressed to the Board,
- b) when the director is no longer eligible to serve as a director, or
- c) upon removal by the vote of a majority of Members at a special meeting of Members called for that purpose.

**4.12 Vacancies on the Board** Provided there is a quorum of directors, a vacancy on the Board may be filled by appointment of a Member by the Board. If there is no quorum of directors, the remaining directors shall call a special general meeting of the Members for the purpose of electing directors.

**4.13 Meetings of the Board** The Board shall designate a day and time and a location in the Township of Lanark Highlands for regular monthly meetings in no fewer than eight months of each financial year. No formal notice of the regular meeting shall be required. Meetings of the Board, except for those parts of meetings dealing with personnel, legal issues or property acquisition, are open to all Members.

**4.14 Special Board Meeting** Any two directors may call a special Board meeting with no less than three days' written notice to the other directors. The notice shall set out the purpose of the meeting.

**4.15 Telephonic/Electronic Board Meetings** With the consent of all the directors, Board meetings may also be held from time to time by telephonic or electronic means which permit all persons participating in the meeting to communicate adequately with each other and to which all directors have access.

**4.16 Quorum** A majority of directors shall constitute quorum for the transaction of business.

**4.17 Remuneration of Directors** The directors shall not be paid for carrying out their duties as directors or as officers other than being reimbursed for necessary out of pocket expenses.

**4.18 Minutes to be Available** Every Member is entitled, on request to the Secretary, to review the minutes of any Board meeting held during the time that the Member is a Member and to make a copy of the minutes at the Member's expense. However, minutes related to personnel issues, legal issues and property acquisition shall be confidential and the distribution of such minutes shall be restricted to the directors and MERA's professional advisers.

**4.19 Conflict of Interest** Every director who has a direct or indirect interest in any contract or proposed contract with MERA shall:

- a) declare his or her interest at the first meeting of the Board after which he or she becomes aware of the interest;
- b) request that the minutes of the meeting record the declaration;
- c) not vote on any resolution or motion concerning the contract or proposed contract;

- d) not participate in any Board discussion concerning the contract or proposed contract; and
- e) if required by the other directors, leave the meeting room during the discussion and vote.

**4.20 Voting Procedures** Questions arising at any meeting of the Board shall be decided by majority vote. In the case of a tie vote, the Chairperson may cast a second and deciding vote.

**4.21 Indemnities to Directors and Others** Every director and officer of MERA and his or her respective heirs, executors, administrators and estates, shall at all times be indemnified and saved harmless out of the funds of MERA, from and against all costs, charges and expenses whatever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatever, 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 and all other costs, charges and expenses which he or she sustains or incurs in or about, or in relation to, the business or affairs of MERA, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

**4.22 Execution of Documents** Contracts, documents or any instruments in writing requiring the signature of MERA shall be signed by at least two directors, one of whom must be the Chairperson or Vice-Chairperson, and all contracts, documents and instruments in writing so signed shall be binding upon MERA without any further authorization or formality. The Board may, by resolution from time to time, appoint an officer or officers to sign specific contracts, documents or instruments on behalf of MERA.

## **5. OFFICERS OF MERA**

**5.1 Composition** The officers of MERA are the Chairperson, Vice-Chairperson, Past Chairperson, Treasurer, Secretary and the Assistant Secretary-Treasurer, who is normally the Administrator unless otherwise designated by the Board.

**5.2 Members of Board** The Chairperson and Vice-Chairperson shall be members of the Board.

**5.3 Appointment** The Chairperson shall serve as Past Chairperson on the expiration of his or her term as Chairperson. The Board shall appoint the other officers at the first meeting of the Board after the annual general meeting and thereafter as required to fill vacancies.

**5.4 Term of Office** The officers shall hold office until the date that is the earliest of the date (i) one year from the date of appointment, or in the case of the Past Chairperson, the date on which he or she assumes office (ii) on which the officer ceases to be a director (iii) on which the officer resigns in writing to the Board and (iv) the officer is removed by resolution of the Board.

**5.5 Duties of Chairperson** The Chairperson shall preside at all meetings of MERA, represent MERA in the community, have general supervision over the affairs of MERA, and perform such other duties as the Board may assign. The Chairperson shall see that all orders and resolutions of the Board are carried out.

**5.6 Duties of Vice-Chairperson** The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as the Board may assign.

**5.7 Duties of Treasurer** The Treasurer, under the direction of the Board, is responsible for the financial affairs of MERA either directly or indirectly through the assistance of the Administrator and/or the Accountant as so designated. This shall include, but is not limited to:

- a) timely payment of supplier invoices and government remittances; preparation of annual financial statements;
- b) preparing an annual budget for MERA;
- c) regular reporting to the Board on the finances of MERA;
- d) responsibility for all banking arrangements; and
- e) annual filing of MERA's charitable return.

**5.8 Duties of Secretary** The Secretary shall: ensure safe keeping of official documents, contracts and financial statements *either directly or indirectly through the assistance of the Administrator and/or the Accountant as so designated*. This shall include, but is not limited to:

- a) making all necessary corporate filings as required by law including changes of Directors;
- b) take the minutes of members' and Board meetings;
- c) maintaining a record of all motions/resolutions;
- d) issuing a notice of meetings as required by these Bylaws
- e) maintaining a current membership list; and
- f) and perform such other duties as the Board may assign.

**5.9 Duties of Assistant Secretary/Treasurer** The Assistant Secretary/Treasurer shall:

- a) take the minutes at the Annual General Meeting; and at the Election of Officers meeting following the AGM;
- b) assist the Secretary and the Treasurer in carrying out their respective duties.

## **6. COMMITTEES**

**6.1 Composition** In addition to the Nominations Committee, the Board shall establish such committees as it deems necessary and each committee shall consist of the following individuals who shall hold office at the will of the Board:

- a) a chairperson who shall be a member of the Board; and
- b) other Members of MERA.

**6.2 Duties of Committee** Each committee shall be assigned duties and terms of reference approved by the Board.

## 7. AMENDMENTS TO THE BYLAWS

This Bylaw may be amended or repealed by the Board if the amendment or repeal is approved by a resolution passed by at least two thirds of the votes of the Members present in person at a meeting of Members.

Version 9 incorporating amendments to paragraphs 2.1, 2.2 and 3.2 passed by the MERA Membership at the AGM on the 4<sup>th</sup> day of March, 2018.

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Chairperson Signature

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Administrator Signature