

FRIENDS OF BIRDS HILL PARK
BYLAWS

February 27, 2013

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MISSION STATEMENT

Friends of Birds Hill Park is a member-driven registered charity committed to conserving the natural heritage of Birds Hill Park and preserving its ecological integrity, and to supporting or providing educational activities, programs and Park enhancements that are consistent with these aims.

GOALS

- To maintain the ecological integrity of Birds Hill Park and minimize negative human impacts on the Park ecosystem;
- To promote awareness and understanding of the Park's natural history;
- To foster a healthy natural environment in Birds Hill Park in support of Manitoban's mental, physical and spiritual health, and the health of generations to come;
- To support outdoor recreational activities that are compatible with enjoyment of the natural environment;
- To broaden membership and participation by meeting our mission in ways that are meaningful, fun and fulfilling for members;
- To work cooperatively with Manitoba Conservation to accomplish our mission and goals.

BYLAW NUMBER 1

A bylaw relating generally to the transaction of the affairs of the

FRIENDS OF BIRDS HILL PARK

BE IT ENACTED as a bylaw of the FRIENDS OF BIRDS HILL PARK as follows:

SEAL

The seal, an impression whereof is stamped in the margin thereof, shall be the corporate seal of the Corporation.

BOARD OF DIRECTORS

1. The affairs of the Corporation shall be managed by an Executive Committee of three (3) Directors, each of who at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation.
2. The Board of Directors shall consist of no less than five, and no more than nine directors to be fixed from time to time by resolution of the Board of Directors. Every effort will be made to ensure that the members of the Board represent the various communities that surround Birds Hill Park.

ELECTION, BOARD OF DIRECTORS

3. Directors of the Corporation shall be elected by a majority vote at the annual meeting of the Corporation.
4. No person shall stand as a candidate for the Board of Directors in the year immediately following his completion of two consecutive terms on the Board of Directors.
5. There shall be a nominating committee for the Board of Directors consisting of the President and two other members of the Board.
 - a) The Nominating Committee shall, two (2) months prior to the Annual General Meeting of the Corporation canvas the membership for individuals willing to assume any vacant positions on the Board of Directors.
 - b) In addition, nominations in writing, with the consent of the nominee thereto, shall be accepted by the Nominating Committee, up to five weeks prior to the date of the Annual Meeting.
 - c) Four weeks prior to the Annual Meeting, a notice to all members shall contain the names of the nominees from the Nominating Committee.
 - d) Nominations may be made from the floor at the Annual Meeting. The consent of any nominee nominated from the floor must be obtained before any such nomination shall be accepted.
 - e) The individuals designated for the vacant positions on the Board of Directors shall be declared elected by acclamation if not opposed by other nominees for the said positions. The election for each contested position shall be by secret ballot.

TERM OF OFFICE, BOARD OF DIRECTORS

6. The Board of Directors shall be elected by the general membership and shall be elected to serve a two (2) year term.
 - a) The President, Vice-President, Recording Secretary, and Treasurer shall be elected by the general membership of the Association. They will serve in office for a one (1) year term.
 - b) The members of the Corporation, may, by resolution passed by at least two thirds (2/3) of the votes cast at a general meeting, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

7. Vacancies on the Board of Directors, however caused, may so long as a minimum of five (5) duly elected directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise, such vacancies shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. However, if there is not a minimum of five elected directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies.
8. Board members with 4 (four) absences may, by a majority vote of the Board, be dismissed from the Board

QUORUM AND MEETINGS, BOARD OF DIRECTORS

9. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine, or in such a manner provided herein as the board of directors by resolution shall determine.
 - a) The board will meet no less than 6 (six) times per year.
 - b) Board meetings may be called by the president or other officer performing those duties.
 - c) Notice of board meetings shall be given orally, by telegram, by electronic means, or by mail, not less than five (5) business days before the meeting.
 - d) Meetings may be held at any time without notice if all the directors are present or if those not present waive notice before the meeting in writing.
 - e) Board meetings may be held in person, by telephone or other electronic conference call or meeting, by email or in such other manner as agreed to by the whole of the Board, in the event proper notice of meeting is given to all Board members, and a quorum of the Board participates in such a meeting.
 - f) Minutes of all Board meetings will be archived in such a manner as to meet the Corporation's needs.

ERRORS IN NOTICE, BOARD OF DIRECTORS

10. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or held at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

11. Questions arising at any meeting of directors shall be decided by a majority of votes. In cases of equality of votes, the President in addition to his original vote shall have a second or casting vote. All votes at any such meeting shall be taken by a show of hands, unless any director present demands a ballot.

POWERS

12. The Directors of the Corporation may administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. It shall be the duty of the Board to bring to the membership at large at the Annual General Meeting, a list of projects and activities to be ratified. The Board will then be empowered to put in order of importance the activities and projects.

REMUNERATION OF DIRECTORS

13. The Directors shall receive no remuneration for acting as such.

OFFICERS OF THE CORPORATION

14. There shall be a President, a Vice-President, a Recording Secretary, and a Treasurer or in lieu of a Recording Secretary and a Treasurer, a Secretary-Treasurer. Other officers may be fixed from time to time by the Board. Auxiliary officers of the Corporation (officers appointed to the Board in addition to those identified above) need not be members of the Board, and in the absence of written agreement to the contrary, the Board shall settle the employment of all auxiliary officers.

DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

15. The President shall, when present, preside at all meetings of the members of the Corporation, and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all bylaws and membership certificates. During the absence or inability of the President, his duties and powers may be assumed by the Vice-President, or any such other director as the Board may from time to time appoint for the purpose. Whenever any such designated individual exercises any such duty or power, the absence of, or inability of the President shall be presumed with reference thereto.

DUTIES OF THE RECORDING SECRETARY

16. The Recording Secretary shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all required notices to members and directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up, when authorized to do so by a resolution of the Board of Directors, to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE TREASURER

17. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

18. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

19. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President, or Vice-President, and by the Recording Secretary, and the Recording Secretary shall affix the seal of the Corporation to such instruments as require the same.

20. In the ordinary course of the Corporation's operations, contracts may be entered into on behalf of the Corporation by the President, and Vice-President; Treasurer, or by any person authorized by the Board.
21. The President, Vice-President, the Directors, Recording Secretary, or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities standing in the name of the Corporation in its individual or any other capacity as trustee or otherwise may accept in the name and on behalf of the Corporation transfers of share, bonds or other securities from time to time transferred to the Corporation and may execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.
22. Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

BOOKS AND RECORDS

23. The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept and audited annually.

MEMBERSHIP

24. There shall be fees payable by all members as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a majority vote of the members at an annual or other general meeting.
25. The Membership Secretary shall notify the members of the fees at any time payable by them, and if any are not paid within ninety (90) days of the date of such notice, the members in default shall automatically cease to be members of the Corporation, but any such members may, on payment of all unpaid dues or fees, be reinstated.
26. The membership shall consist of individuals that are admitted as members by the Board of Directors. Non-voting business/club memberships will be permitted.
27. Members may resign in writing, which shall be effective upon receipt thereof by the Board of Directors.
28. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the corporation prior to acceptance of his resignation.

29. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

MEMBERSHIP FEE

30. There shall be fees payable by all members as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.
31. The Membership Secretary shall notify the members of the fees at any time payable by them, and if any are not paid within ninety (90) days of the date of such notice, the members in default shall automatically cease to be members of the Corporation, but any such members, may, on payment of all unpaid dues or fees be reinstated.

ANNUAL AND OTHER MEETINGS OF MEMBERS

32. An Annual General Meeting of the membership shall be held once each year, as determined by the Board, for the purpose of reporting to the general membership on the financial and business matters of the organization, voting on by-law changes and the annual activity plan, electing directors and officers, and conducting other old and new business.
33. The Annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Manitoba as the Board of Directors may determine and on such day as the said Directors shall appoint.
34. At every annual meeting, in addition to other business that may be transacted, the report of the Directors and sub-committees, the financial statement, and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year, and remuneration of the auditors shall be fixed.
35. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
36. The Board of Directors or the President or Vice-President shall have the power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or electronic mail, at least twenty-eight (28) days before the time fixed for holding of such meeting. However, any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy, duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

37. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of such meeting, and ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member director or officer shall be the last address recorded on the books of the Corporation.

ADJOURNMENTS

38. Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

39. A quorum for the transaction of business at any meeting of members shall consist of fifty (50) percent of the general membership or twenty (20) members whichever is the lesser amount.

VOTING OF MEMBERS

40. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of the members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary, sufficient appointment in writing from his/her constituent or constituents. The Secretary shall make a record of proxies received and provide all proxies to the president. A proxy is revocable at any time at the pleasure of the person who executes it.

- i) One person may not hold more than four proxies.
- ii) All proxies shall be in writing and specifically state the issue and how the proxy is to be voted. To be valid, a proxy must be dated and state the date, time, and place of the meeting for which it was given, and be signed by the authorized person who executed the proxy.
- iii) A proxy is effective only for the specific meeting for which it was originally given, as the meeting may lawfully be adjourned and reconvened from time to time, and automatically expires 90 days after the date of the meeting for which it was originally given.

41. No member shall be entitled, either in person or by proxy, to vote at meetings of the Corporation unless he has paid all fees, if any, then payable by him.

42. Sixty days before the annual general meeting, the membership list of Friends of Birds Hill Park will, for the purpose of voting at that meeting, be closed and only those members in good standing as of midnight CST on such date will be eligible to cast ballots.
43. At all meetings of members, every question shall be decided by a majority of the votes unless otherwise required by the bylaws of the Corporation, or by law. Every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in a general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote. Voting ballots and proxies shall be promptly destroyed after tallying votes is complete and the passage or failure of a motion is recorded.

FISCAL YEAR

44. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

NOTICE

45. Whenever under the provisions of the bylaws of the Corporation, notice is required to be given, such notice may be given either personally or by depositing same in a post office or public letter box, in a prepaid, sealed wrapper addressed to the Director, officer, or member, or by delivery to an electronic address. A notice or other document sent by post shall be held to be sent when the same was handed to its messenger. For the purpose of sending any notice, the electronic and postal addresses of any member, director or officer shall be the most current address as provided by them for the Corporation's record. If an electronic delivery of notice fails, that notice shall be sent without delay by post.

INTERPRETATION

46. In these bylaws and in all other bylaws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number, or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

BYLAW MODIFICATION

47. Any proposed changes, deletions, and/or additions to the Corporation's bylaws must be presented to the Board of Directors at least 60 days prior to the annual general meeting of the Corporation. Notice of proposed modifications to the bylaws will be given to members at least 21 days in advance of the annual general meeting, and presented to the membership by the Board at the annual general meeting. A two thirds (2/3) majority vote by a legitimate quorum of members will be required to alter the Corporations' bylaws.

COMMITTEES

48. The Board of Directors may constitute such committees and working groups as it may deem necessary or advisable to carry out the purposes and objectives of the Corporation.

CONFLICT OF INTEREST

49. Directors of the Corporation or members of any committee(s) having a financial interest, or interest resulting from affiliation or membership with a park user group, in a proposal under discussion shall declare their interest and abstain from discussion and voting on the business.

DISSOLUTION

50. In the event of the dissolution or winding up of the Corporation, all of its remaining assets after payment of its liabilities will be distributed to the Government of Manitoba, Department of Finance with the express intent that they be used for the further development and maintenance of Birds Hill Provincial Park.

Passed by the Board of Directors and sealed with the Corporate seal this 27th day of February, 2013.

President

Recording Secretary

BYLAW NUMBER 2

A bylaw relating to the transaction of the financial affairs of the

FRIENDS OF BIRDS HILL PARK

BE IT ENACTED as a bylaw of the FRIENDS OF BIRDS HILL PARK as follows:

CHEQUES, ETC.

1. All cheques, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any two of such officers or agents may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bank(s) of the Corporation by using the Corporation's rubber stamp for the purposes. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's banks and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

OPERATING ACCOUNT

2. The directors shall deposit all revenue in an account at the bank designated by the Treasurer and the President from which no withdrawals shall occur without review of the directors.

FUNDING

3. The directors may from time to time make application to the Government of Canada, Province of Manitoba, or other public or private organization for such funds, goods or services as may be available to further the objects of the Corporation.

COOPERATING ASSOCIATION PROGRAM

4. The directors shall enter into an agreement, on such terms and conditions as they deem necessary, with Manitoba Conservation, Parks Branch, to provide for such funding as may be available to the Corporation under the Cooperating Association Program of Manitoba Conservation. This power shall be deemed to be in supplement to and not in substitution for any powers to borrow money or receive funding for the purposes of the Corporation possessed by its directors or officers in other sections of this bylaw or in other bylaws.

SPECIAL ACCOUNT

5. The directors shall track funds received from Manitoba Conservation in separate ledger accounts established for this purpose. Disbursements will be made from these accounts to cover expenditures incurred in accordance with the provisions of any Funding Agreement between Manitoba Conservation and the Corporation, and clause (1) of this bylaw, and any relevant policy or policies as may be developed by the Board.

PRIVATE DONATIONS

6. The directors shall establish separate ledger accounts for donations, gifts and bequests as may from time to time, be received by the Corporation.

AUDITORS

7. The members shall, by resolution at the Annual General Meeting and in accordance with the requirements of funding arrangements, appoint auditors or a member-at-large to review the transactions of the Corporation and report to the membership.

Passed by the Board of Directors and sealed with the Corporate seal this 27th day of February, 2013.

President

Recording Secretary