



## **By-Law #1.0**

A by-law pertaining to the affairs of the

**Bancroft Area Stewardship Council**

a not-for-profit Corporation (#1848286) without share capital

November 2011

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## **OBJECTS**

### 1.0 OBJECTS

#### 1.0.1 Vision Statement

The Bancroft Area Stewardship Council creates a healthy, vibrant and sustainable community through natural resource stewardship

#### 1.0.2 Mission Statement

To empower citizens and community in the stewardship of our natural resources through collaboration and partnerships

#### 1.0.3 Tag Line

Sustaining Resources Together

#### 1.0.4 Objectives

The objectives of the Bancroft Area Stewardship Council (BASC) are:

- To educate with respect for landowner rights through an influence model
- To promote resource sustainability and a healthy environment for present and future generations
- To promote and initiate community programs through partnerships
- To balance social and economic values with the natural resource based economy of the greater Bancroft area
- To provide a forum for the discussion and investigation of issues relating to private land stewardship
- To respond to issues related to natural resources

## **GENERAL**

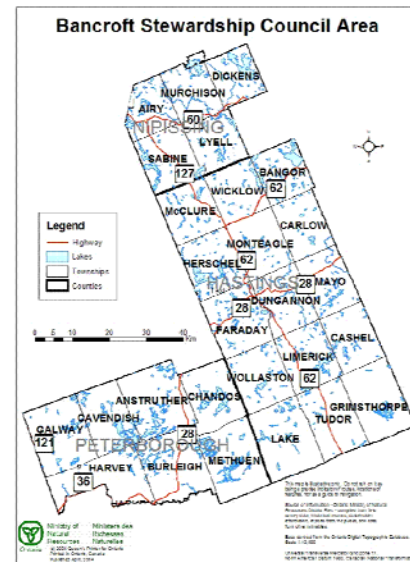
### 2.0 COORDINATES

The contact information for the BASC will be as follows:

Office Location: 106 Monck Street, Village of Bancroft  
Mailing Address: PO Box 500, Bancroft ON, K0L 1C0  
Telephone: 613-332-3940 x260  
Fax: 613-332-0608  
Website: [www.ontariostewardship.org/councils/bancroft](http://www.ontariostewardship.org/councils/bancroft)

3.0 CATCHMENT AREA

The geographic boundaries of the BASC encompass 3 upper-tier counties, 10 lower tier municipalities or 27 geographic townships (see inset map). These boundaries are consistent with the coverage area of the Bancroft District of the Ministry of Natural Resources.



4.0 FINANCES

4.0.1 Financial Year

The fiscal year end of the Corporation will be March 31<sup>st</sup>.

4.0.2 Banking

Financial administration will be conducted by the Secretary-Treasurer. The Secretary-Treasurer will provide financial statements and updates to the Board of Directors at regular meetings or as requested by the Board. A bank account will be maintained at a chartered bank selected by the Board with three (3) authorized signing officers. All transactions will require the signature of two (2) authorized signing officers.

5.0 COMMUNICATION AND CORRESPONDENCE

Any notice, including communications or documents, sent by the BASC to a Director, Officer or Auditor, will be delivered personally, mailed to a recorded address, sent to an electronic email address or a message recorded on an electronic voicemail.

All general communications with the public and / or targeted correspondence with partner organizations and agencies will be conducted according to the BASC's approved Communications Policy.

**GOVERNANCE**

6.0 BOARD OF DIRECTORS

6.0.1 Powers of the Board of Directors

The Board of Directors will exercise all authority of the BASC, including electing Directors and Officers and amending the by-laws. It will oversee the business affairs and

management of the BASC, its funds and any property, and will do so through a management framework that includes strategic planning, risk management, governance and succession planning, and marketing and communications policies.

The Board may enter into contracts / agreements or partnerships, execute documents, and make financial and banking arrangements, including the acceptance of gifts, grants and donations, for the purposes of furthering the objects of the BASC.

The Board may appoint advisors, agents and employees as it deems necessary from time to time to perform specific duties as prescribed by the Board. Remuneration for such advisors, agents and employees shall be fixed by the Board of Directors by resolution.

6.0.2 Decisions Made at Board Meetings

The Directors may only make decisions for the BASC at a meeting of the Board of Directors at which quorum is present.

Decisions will be reached by consensus (close enough to agreement that there is no formal objection) where possible. When funds are being spent or consensus cannot be reached, a formal vote shall be called and majority shall rule. Only Directors will have voting privileges, and the President will only vote in the event of a tie.

6.0.3 Number of Directors

The Board of Directors will be composed of not less than ten (10) and not more than fifteen (15) Directors, including the President, Vice-President, and Secretary-Treasurer.

6.0.4 Representation on the Board of Directors

(i) Each Director must:

- (a) Be a person interested in furthering the objects of the BASC;
- (b) Be a person willing to carry out the responsibilities of directing the BASC;
- (c) Have knowledge of the land base, people and values of the Bancroft area;
- (d) Have an interest in natural resource management and a strong stewardship ethic;
- (e) Be involved in community, having affiliations with at least one local organization or group, including but not limited to:
  - Landowner organizations – woodlot, waterfront and rural
  - Fish and wildlife interests
  - Industry sectors – forestry, mining / aggregates, renewable energy
  - Educators
  - Naturalists / conservationists
  - Agricultural interests
  - First Nations
- (f) Have good communication skills, and the ability to work effectively with others and form partnerships; and
- (g) Own property in the BASC catchment area.

(ii) Ex-officio Members on the Board will include individuals as appropriate who may be identified by the Board, such as special advisors or those residing outside of the BASC catchment area. Ex-officio members do not have voting rights as Directors.

6.0.5 Appointment of Directors

Directors will be appointed through a selection process.

The Board will appoint a Membership Recruitment Committee at least 3 months prior to the Annual General Meeting to review gaps in representation and propose candidates based on the vacancies to be filled. The Prospective Member Application Package will be used to recruit and review the qualifications of proposed candidates. The Membership Recruitment Committee will provide their recommendations to the Board at a regular meeting, and the Board will vote on selected candidates.

New members will be invited to their inaugural meeting at the Annual General Meeting in April.

6.0.6 Director's Term of Office

Directors may hold their position for no more than three (3) consecutive two (2) year terms (or 6 years). Terms will commence on April 1<sup>st</sup> of each year, consistent with the Annual General Meeting.

To maintain program continuity, no more than 3 to 4 Directors should turn over in a given year. Exceptions to the 6 year maximum term can only be granted by vote by the Board of Directors.

6.0.7 Quorum

A majority of the Directors then in office shall constitute quorum.

6.0.8 Filling Mid-term Vacancies on the Board of Directors

A mid-term vacancy occurs when an elected Director leaves the Board prior to their conclusion of their term.

If there is a minimum number of ten (10) Directors in office, the Officers may appoint an Interim Director to fill any mid-term vacancy until the next Annual General Meeting. If there is not a minimum number of ten (10) Directors, the BASC shall appoint any Interim Director to fill any mid-term vacancy until the next Annual General Meeting.

6.0.9 Resignation of Directors / Ceasing to be a Director

A Director may resign from office by giving notice of resignation to the President. A resignation is effective when communicated by the President to the Board at the next Board Meeting.

A person ceases to be a Director of BASC upon:

- (i) Death;
- (ii) Resignation;

- (iii) Ceasing to meet the qualifications of Director;
- (iv) Removal;
- (v) Missing three consecutive meetings of the Board and / or half of all Board meetings held during the fiscal year without satisfactory cause or notice as deemed acceptable by the Board. The Board will examine circumstances on a case-by-case basis to determine whether removal is warranted.

6.0.10 Removal of Directors

A Director may be removed from office by at least two-thirds (2/3) vote of all Directors present at a Board Meeting.

6.0.11 Meetings of the Board of Directors

The Board of Directors may designate locations, dates and times during the year for Board Meetings. Cancellations and emergency meetings may be called at the discretion of the President.

The Board will meet at least eight (8) times per year, one of which shall be an Annual General Meeting in April.

All Directors will have equal voting rights at Board Meetings.

The Minutes of all Board Meetings will be made available to Directors, each of whom shall receive either an electronic or hard copy of such minutes with all required supporting materials and attachments.

6.0.12 Non-Directors at Board Meetings

The Board may invite or permit any individuals, delegations or guest speakers to attend or speak at any Board Meeting. Requests to attend meetings must be received and reviewed by the Chair at least 10 days prior to the next Board meeting. Only Directors are permitted to vote at Board meetings.

6.0.13 Duties and Responsibilities of Directors

Directors of the BASC are expected to work cooperatively with fellow Directors, members of the community and landowners at large to encourage responsible land care and stewardship of natural resources. Specifically, Directors will:

- actively participate in Board meetings;
- provide input to the development of community stewardship programs and projects;
- network and promote the work of the BASC within the community; and
- demonstrate and promote responsible land care and natural resource stewardship.

6.0.14 Remuneration of Directors

Directors will not receive compensation, either directly or indirectly, for acting as such and will not receive, either directly or indirectly, any profit from their office. Directors may request reimbursement for travel (mileage as per Government of Ontario rates) or

other out-of-pocket expenses properly incurred and recorded by them in the performance of any business of the BASC authorized by the Board.

If any Director (Officer or other) will be employed by or will perform services for the BASC otherwise than as a Director (Officer or other), the fact of him / her being a Director or Officer of the BASC will not disentitle him / her from receiving proper remuneration for such services.

#### 6.0.15 Liability of Directors

Every Director when exercising powers and discharging duties must:

- (a) Act honestly, in good faith, and in the best interests of the BASC;
- (b) Carry out his / her duties as a reasonable person would in the circumstances;
- (c) Comply with all applicable acts, regulations, by-laws and policies of the BASC.

Every Director and their 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:

- (a) All costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced, or prosecuted against him / her, or in respect of any act, deed, matter of things whatsoever, made, done or permitted by him / her, in or about the execution of the duties of his / her office or in respect of any such liability;
- (b) All other costs, charges and expenses which he / she sustains or incurs in, about or in relation to the affairs thereof, except such costs, charges or expenses as are caused by his / her own willful neglect or default.

### 7.0 OFFICERS

#### 7.0.1 Officers

The Officers of the BASC are the President, Vice-President and Secretary-Treasurer, and other Officers as the Board may determine.

#### 7.0.2 Election or Appointment of the Officers

The President, Vice-President, and Secretary-Treasurer must be Directors of the BASC.

The Directors will elect a President, Vice-President and Secretary-Treasurer from the nominees put forward by the Nominating Committee or other Directors at the Annual General Meeting. The Board of Directors will appoint any other Officers.

The election of Officers will be held by vote, unless the nominees are declared by acclamation.

#### 7.0.3 Officer's Terms of Office



An Officer's term of office will be a maximum of two (2) consecutive years in the same position, or until a successor is elected or appointed, or the term is extended by vote of the Board of Directors.

7.0.4 Duties of Officers

(a) The President shall:

- be the chief executive officer of the BASC;
- preside at all meetings of the BASC and the Board of Directors, facilitating agendas but still contributing to discussions;
- abide over the general and active management of the affairs of the BASC;
- ensure that all orders and resolutions of the Board of Directors are carried into effect; and
- authorize program expenditures valued at under \$500 outside of regular Board Meetings.

(b) The Vice-President shall:

- Perform the duties and exercise the powers of the President in the absence or disability of the President; and
- Perform other such duties as shall from time to time be assigned by the Board of Directors.

(c) The Secretary-Treasurer shall:

- Ensure that the proceedings of all meetings are recorded, and all votes are recorded when necessary;
- Give notice of all Board Meetings;
- Have care and custody of all records, documents and the Corporate Seal;
- Handle all correspondence of the BASC, and forward such correspondence to the appropriate Officer or Committee as required for action.
- Have charge of all funds of the Board and shall deposit, or cause to be deposited, the same in a chartered bank selected by the Board. Out of such funds, the Secretary-Treasurer shall pay, or cause to be paid, amounts approved by the Board and shall keep, or cause to be kept, a regular account of the income and expenditures of the Council.
- Prepare and present a financial report for Council meetings, and at any other time as required by the Council. An annual financial statement will be submitted to the Board for approval at each Annual General Meeting.
- Coordinate the annual Budget and work planning process, present the Budget and Work Plan to the Directors for approval, and monitor the Budget variances during the year.
- Perform other duties as may from time to time be directed by the Board of Directors. Professional help may be hired for the Secretary-Treasurer as the need arises.

(d) Other Officers – the duties of other officers shall be such as the terms of their appointment call for or the Board of Directors requires of them.

7.0.5 Ceasing to be an Officer

A person ceases to be an Officer upon ceasing to meet the qualifications of Officers.

(a) Resignation – An Officer may resign from office by giving notice to any other Officer. A resignation is effective when communicated at the next Board Meeting.

(b) Removal – An Officer may be removed from office before the Officer’s term expires for failure or inability to perform his / her duties, or failure to meet the qualifications of office. An Officer may be removed from office by a resolution passed by the Board of Directors.

(c) Filling a Vacant Office – In the event an Officer’s position is vacate, the Board may appoint a Director to the Officer’s position to serve the remainder of the term of the Officer who was removed or resigned.

8.0 COMMITTEES

8.0.1 At the beginning of each fiscal year, and from time to time, the Board may establish and appoint persons to any Committee the Board deems necessary.

8.0.2 Function of Committees

The purpose, responsibilities, limitations and authorities of a Committee will be defined by the Board when a committee is established. The work of the Committee is limited to that delegated by the Board.

Each Committee will be responsible for carrying out the assigned work in a manner that supports the purpose and goals of the BASC.

Activities of each Committee will be reported to the Board at regular meetings.

Each Committee will have a Chairperson appointed by the Board. Committees will consist of at least one Director, and possibly partner agency representatives and community members, as selected by the Chairperson.

8.0.3 Termination from a Committee

A person ceases to be a member of a Committee upon removal by the Board.

8.0.4 Committee Member Remuneration

Committee members will not receive compensation, either directly or indirectly, for acting as such and will not receive, either directly or indirectly, any profit from their office. Committee members may request reimbursement for travel (mileage as per Government of Ontario rates) or other out-of-pocket expenses properly incurred and recorded by them in the performance of any business of the BASC authorized by the Board.

If any Committee member will be employed by or will perform services for the BASC otherwise than as a Committee member, the fact of him / her being a Committee member of the BASC will not disentitle him / her from receiving proper remuneration for such services.

## 9.0 CONFLICT OF INTEREST

### 9.0.1 Declaration of Conflict of Interest

Any Director who is in the position to influence or gain from a decision to be considered by the BASC, that has a financial impact on the BASC and any entity or person connected with the same issue, then the Director must:

- (i) declare his / her interest at the first meeting of the Board of Directors after which he / she became aware that he conflict of interest may exist;
- (ii) request that his / her declaration be recorded in the minutes of that meeting;
- (iii) withdraw from the meeting for the duration of the discussion should the majority of Board members finds that a conflict of interest exists; and
- (iv) not vote on any resolution concerning the issue that involves the conflict interest.

### 9.0.2 Goods and Services Contracts

Goods and / or services contracts between the BASC and a Director or Officer, or a business in which a Director or Officer or direct family member of a Director or Officer, has a business interest are not permitted unless:

- the decision is made by the Board;
- a minimum of two (2) independent competitive bids are obtained for contracts in excess of the amount established by Board Policy.

## 10.0 EXECUTION OF DOCUMENTS

The President shall sign contracts, documents or any instruments in writing requiring the signature of the BASC, and such contracts, documents or instruments so signed shall be binding upon the BASC without any further authorization or formality. The Directors may appoint another Officer to sign specific contracts, documents or instruments on behalf of the President when needed. The corporation seal when required may be affixed to signed contracts, documents or instruments.

## 11.0 AMENDMENT OF BY-LAWS

The by-laws of the BASC not embodied in the letters patent may be repealed or amended by by-law, or a new by-law enacted by the majority of Directors.

## 12.0 REVIEWS

If deemed necessary, the Directors may appoint a credited professional to undertake a program and / or financial review of the activities and financial accounts of the BASC, the results of which are to be reported at the next annual general meeting. Formal reviews cannot be performed by a Director, Officer or employee of the BASC.

13.0 BOOKS AND RECORDS

The Directors shall see that all necessary books and records required by the by-laws of the BASC or by any applicable statute or law are regularly and properly kept.

14.0 RULES AND REGULATIONS

The Board of Directors may prescribe rules, regulations and policies consistent with these by-laws relating to the management and operation of the BASC as they deem necessary.

15.0 DISSOLUTION OF THE CORPORATION

In the event of dissolution or winding-up of the BASC, all its remaining assets after payment of its liabilities shall be distributed to one or more of qualified, local donees as defined under the provisions of the Income Tax Act.

WITNESS the seal of the Bancroft Area Stewardship Council

Passed by the Members and sealed with the corporate seal on November 24, 2011.

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Doug Wellman, President

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Fred Werner, Vice-President

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Gordon Mackey, Secretary-Treasurer