

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of **Living Green Barrie**, formerly referred to as Environmental Action Barrie, or herein as the "Corporation".

1. Administration

1. The head office of the Corporation shall be in the City of Barrie, in the province of Ontario, at such place therein as may from time to time be determined by the Board of Directors (hereinafter the "Board").

2. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

3. Execution of Instruments

- a. The Chair shall be a signing officer. The Chair shall appoint a minimum of two (2), and a maximum of four (4) additional people to be signing officers, subject to confirmation of the Board.
- b. Deeds, transfers, licenses, contracts, cheques, and engagements on behalf of the Corporation shall be co-signed by any two (2) signing officers. Deposits to the bank accounts require no signature.
- c. Any two (2) of the signing officers may acquire and/or transfer, upon confirmation where necessary, any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, subject to limits as set out by law.
- d. Contacts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by any signing officer.

4. The Corporation shall maintain bank account(s). All such funds shall be deposited in a bank and/or trust company insured by the Canada Deposit Insurance Corporation, and/or a Credit Union insured by the Financial Services Regulatory Authority of Ontario, having a branch in the City of Barrie, as may from time to time be designated by the Board.

5. Meetings of the Board may be held at such times and at such places within the province of Ontario as the Board may from time to time determine. The Board shall meet at least five times each year. The Board may use teleconferencing as an alternative to meetings in person. The Chair may call meetings of the Board.

6. Notwithstanding any provisions to the contrary contained in these By-laws, the Board may, at any time, by resolution, direct the manner in which any particular instrument, contract or obligation of the Corporation shall be executed.

2. Board of Directors

1. The affairs of the Corporation shall be governed by a Board of Directors comprised of a minimum of three (3) and to a maximum of thirteen (13) Directors elected by the members of the Corporation at a duly convened general meeting of the members of the Corporation.

2. At the time of their election, or ten (10) days thereafter and throughout their term of office, Directors shall be a member of the Corporation.

3. Unless vacated by a resignation or by removal, the term of a Director shall be for three (3) years or until their successors are elected. This provision will come into effect immediately after adoption of the By-law and that election of the Directors shall be for three (3) positions for a term of (3) years, three (3) positions for a term of two (2) years and three (3) positions for a term of one (1) year. In the following years, the position terms shall be up for election accordingly.

4. Elections for the Board shall be by a show of hands, unless a ballot be demanded by any member of the Corporation.

5. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of votes cast at that meeting elect any person in this stead for the remainder of the term.

6. Vacancies on the Board, however caused, may so long as a minimum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall seem fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting (AGM), at which the Directors for the ensuing term are elected, but if there is not a minimum number of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

7. Quorum for all meetings of the Board shall be set at 50%+1 of occupied offices.

8. 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 had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify, and approve of any or all proceedings taken or had thereat.

9. A Director shall automatically cease to hold office if:
- a. A resolution to that effect is passed per above; or
The Director otherwise ceases to be eligible as a member under the terms of Article 2 of these By-laws. Resignation from the Board must be in writing and received by the Chair. A Board Member shall be dropped for excess absences from the Board if they have three absences without due notice from Board meetings in a year. The Chair then declares that seat vacant.
10. Questions arising at any meeting of the Board shall be decided by a majority of votes.
11. Directors shall receive no remuneration for acting as such. Expenses shall be reimbursed in a timely manner.
12. The Board may borrow money from time to time, on behalf of the Corporation.

3. Officers

1. Any person is eligible to be an Officer of the Corporation who:
 - a. Meets the eligibility requirements for Membership in the corporation set out in Article 3.
 - b. Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces.
2. Officers shall be the Chair, Vice Chair, Secretary, and Treasurer.
3. One person may hold more than one office except the office of Chair.
4. The Chair and Vice Chair shall be elected by the Board from among their number at the first meeting of the Board after the AGM. They must be members of the Board and shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board, and in the absence of written agreement to the contrary, the employment of all Officers shall be settled from time to time by the Board. All Officers serve for one year, and may be re-elected.

4. Duties

1. Chair
 - a. The Chair will be an officer of the corporation and a Member of the Board.
 - b. The Chair shall, when present, preside at all meetings of the Corporation.
 - c. Along with the Board, the Chair shall generally oversee and supervise the governance of the Corporation including the signing of By-laws, special resolutions and other such documents requiring her signature.
 - d. Also, the Chair is responsible other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this

office.

- e. The Chair shall be elected for a term of one year(s) and shall not be eligible for re-election for more than six (6) consecutive terms.

2. Vice Chair

- a. In absence of Chair, chair Board meetings, ensure agendas and minutes are distributed, and implement the strategic plan.
- b. Reports to the Board Chair.
- c. Works closely with the Board Chair, board members, and staff.
- d. Helps the Board Chair to develop and implement office transition plans.
- e. Performs other responsibilities as assigned by the board.
- f. Actively recruits new board members and help to retain current board members.

3. Treasurer

- a. The Treasurer will be an Officer of the corporation.
- b. 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 monies or other valuable effects in the Corporation and to the credit of the corporation in such bank or banks as may from time to time be designated by the Board.
- c. The Treasurer shall, under the direction of the Board, disburse the funds of the Corporation, taking proper vouchers therefore and shall render to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the Corporation.

4. Secretary

- a. The Secretary will be an Officer of the corporation.
- b. The Secretary shall be responsible for giving notices, keeping records of all meetings of the Members, the Board and its Executive Committee, signing of minutes, and, such other duties as may from time to time be assigned by resolution of the Board.
- c. Distributing copies of minutes and the agenda to each Board Member, and assuring that corporate records are maintained.

5. Membership

1. The membership shall consist of interested individuals, and such corporations, partnerships, and other legal entities interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

2. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Chair.

3. In case of resignation a member shall remain liable for payment of any assessment

or other sum levied or which became payable by them to the Corporation prior to the acceptance of their resignation.

4. Each member in good standing shall be entitled to one vote on each question arising at any special, or general meeting of the members. Corporations, partnerships, and other legal entities may vote through a duly authorized proxy.
5. Each member shall be informed by the Secretary of their admission as a member.
6. Dues may be set by the Board from time to time.

6. General meetings

1. The AGM of the Corporation shall be held annually and not more than fifteen (15) months, or less than nine (9) months following the previous AGM.
2. Twenty-five (25) days notice of a general meeting shall be given to the membership by mail, email, and/or telephone.
3. Copies of the agenda, and the various resolutions, and business before the membership shall be sent out with the notice of a general meeting. Where notice is given by telephone, or email these items shall be posted on the website of the Corporation, in lieu of being sent out with the notice.
4. Quorum for a general meeting of the Corporation shall be twenty (20) members or 5% of the members, whichever is lesser.
5. If within a half hour (1/2) hour quorum is not present, the meeting shall be adjourned to the next regularly scheduled meeting of the Board.
6. Ordinary motions shall be passed by a simple majority.
7. No error or omission in giving notice of any AGM or general meeting or any adjourned meeting, whether annual or general meeting of the members, shall invalidate such meetings, or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may 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 their last address recorded on the books of the Corporation.
8. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member shall at all meetings of the members be entitled to one vote and they may vote by proxy. Such proxy holder must be a member, but if they are not may become a member upon producing and depositing with the Secretary sufficient appointment in writing from the member or members. No member shall be entitled either in person or by proxy to vote at the meeting of the Corporation unless they have paid all dues or

fees, if any, then payable by the member.

7. Financial year

1. The fiscal year of the Corporation shall be fixed by the Board upon resolution.

8. Parliamentary Authority

1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Corporation may adopt.

9. Interpretation

1. In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

10. Amendments

1. Any member may propose amendments to these By-laws, in writing to the Chair. They must be approved by the Board, and then by a vote of two-thirds (2/3) of the voting members.

2. Notice of amendments to the By-laws shall be included in the notice of a general meeting at which the amendments shall be considered.

4. After each General Meeting at which these By-laws are amended, the Chair or Vice Chair and any legal advisers must oversee the publication of these By-laws as amended and may, in so doing, and subject to the ratification of the Board:

- a. Renumber the provisions of these By-laws to accommodate the changes that have been made.
- b. Correct cross-references between provisions which are no longer accurate.
- c. Correct typographical errors.
- d. Correct spelling errors.
- e. Replace gender biased language with gender neutral language.