



## **By-Law #1.0**

A by-law pertaining to the affairs of the  
Bancroft Area Stewardship Council (BASC)  
a not-for-profit Corporation (#1848286) without share capital

Updated May, 2019

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## **OBJECTS**

### 1.0 OBJECTS

#### 1.0.1 Vision Statement

BASC is the leader in innovative environmental programming and education through partnership development.

#### 1.0.2 Mission Statement

Engage, educate and empower our communities through the management, protection, and preservation of our environment.

#### 1.0.3 Tag Line

Engage, Educate and Empower

#### 1.0.4 Objectives

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

- To engage the community through educational opportunities that will encourage the preservation, protection and management of our natural environment.
- To cultivate, nurture, and maintain strategic partnerships that further the strategic objectives of the Bancroft and Area Stewardship Council.
- To promote the recognition of the Bancroft Area Stewardship Council within Bancroft and Area.
- To enhance council governance, visibility and business acuity

## **GENERAL**

### 2.0 COORDINATES

The office for the Bancroft Area Stewardship Council (BASC) will be located within its geographic boundaries of the municipality of Bancroft as determined by the Board.

### 3.0 CATCHMENT AREA

The geographic boundaries of BASC loosely encompass the area known as Bancroft and Area. This may include adjoining and surrounding Counties and Districts where BASC considers it has an area of influence.

#### 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 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 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 BASC, including electing Directors and Officers and amending the by-laws. It will oversee the business affairs and management of 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 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 BASC at a meeting of the Board of Directors at which quorum is present. A quorum consists of more than 50 % of the current voting members on the Board of Directors.

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 Chair 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 Chair, Vice-Chair, 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 BASC;
- (b) Be a person willing to carry out the responsibilities of directing 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 and/or be a tenant in 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 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 the Annual Meeting and the Board will vote on selected candidates.

6.0.6 An Annual meeting will be held each year prior to June 30. At the annual meeting the election of the new board, annual report by the chair, any amendments to the bylaws and the previous year financials statements will be presented.

6.0.7 Director's Term of Office

Directors are to be elected for a 2 year term at the annual meeting. To maintain program continuity, no more than 3 to 4 Directors should turn over in a given year.

6.0.8 Quorum

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

6.0.9 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 are more than the minimum of ten (10) Directors, the Board may opt not to fill the vacant position. If there is less than the minimum of ten (10) Directors the Board shall appoint Interim Director(s) to maintain the minimum 10 and that appointment will serve until the next annual meeting.

6.0.10 Resignation of Directors / Ceasing to be a Director

A Director may resign from office by giving notice of resignation to the Chair. A resignation is effective when communicated by the Chair 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 a 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.

6.0.11 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.

6.0.12 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 Chair or a request signed by a minimum of one third of the sitting directors.

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

All Directors will have equal voting rights at Board Meetings with the exception of the chair who only votes in case of a tie.

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.

6.0.13 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.

6.0.14 Duties and Responsibilities of Directors

Directors of 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 BASC within the community; and
- demonstrate and promote responsible land care and natural resource stewardship.

6.0.15 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 as set out by a resolution of the Board of Directors. Other out-of-pocket expenses properly incurred and recorded by board members in the performance of their duties and authorized by the Board may be reimbursed.

If any Director (Officer or other) will be employed by or will perform services for BASC otherwise than as a Director (Officer or other), the fact of him / her being a Director or Officer of 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 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 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 BASC are the Chair, Vice-Chair and Secretary-Treasurer, and other Officers as the Board may determine.

7.0.2 The Chair of the Board will perform the duties of President.

#### 7.0.3 Election or Appointment of the Officers

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

The Directors will elect a Chair, Vice-Chair 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.

#### 7.0.4 Duties of Officers

(a) The Chair shall:

- Be the chief executive officer of BASC;
- Serve in the role of President
- Preside at all meetings of BASC and the Board of Directors, facilitating agendas but still contributing to discussions;



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**CORPORATE BY-LAWS**

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- 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 implemented; and
  - Authorize program expenditures valued at under \$500 outside of regular Board Meetings. The chair must submit the program for full board approval at the next regularly scheduled board meeting.
- (b) The Vice-Chair shall:
- Perform the duties and exercise the powers of the Chair in the absence or disability of the Chair; 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 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 at Board meetings, and at any other time as required by the Board. The previous year financials (Income Statement and Balance Sheet) will be submitted 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 with a 2/3 majority vote.

(c) Filling a Vacant Office – In the event an Officer’s position becomes vacant, 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 through a Terms of Reference. 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 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 other Director, and possibly partner agency representatives and community members, as selected by the Committee Chairperson. The Committee Chair will submit their committee nominees to the board of directors for approval.

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

If any Committee member will be employed by or will perform services for BASC otherwise than as a Committee member, the fact of him / her being a Committee member of 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 financially from a decision to be considered by BASC must:

- (i) declare his / her interest at the first meeting of the Board of Directors after which he / she became aware that a 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 of interest.

### 9.0.2 Goods and Services Contracts

Goods and / or services contracts between 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 and;
- 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 Chair shall sign contracts, documents or any instruments in writing requiring the signature of BASC, and such contracts, documents or instruments so signed shall be binding upon BASC without any further authorization or formality. The Directors may appoint another Officer to sign specific contracts, documents or instruments on behalf of the Chair 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 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 the Directors at any annual meeting. Proposed changes or additions to the by-laws are required to be circulated a minimum of 30 days prior to the Annual Meeting.

## 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 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 BASC.

13.0 BOOKS AND RECORDS

The Directors shall see that all necessary books and records required by the by-laws of 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 BASC as they deem necessary.

15.0 DISSOLUTION OF THE CORPORATION

In the event of dissolution or winding-up of 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 June 20, 2019.

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Ian Hendry, Chair

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Keith Buck, Vice-Chair

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John O'Donnell, Vice-Chair

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Gordon Mackey, Secretary-Treasurer